

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* Lalonde James		2. Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) SVP, R&D						
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2019							
C/O CODEXIS, INC., 200 PENOBSCOT DRIVE										
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person					
REDWOOD CITY, CA 94063										
(City)			(State)			(Zip)				
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>										
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$ 8.95	02/20/2019		A		100,300	(1)	(1)	02/20/2028	Common Stock	100,300	\$ 0	100,300	D	
Stock Option (Right to Buy)	\$ 21.8	02/20/2019		A		23,000	(2)	(2)	02/20/2029	Common Stock	23,000	\$ 0	23,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lalonde James C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063			SVP, R&D	

## Signatures

/s/ Gordon Sangster, Attorney-in-Fact for James Lalonde		02/22/2019
Signature of Reporting Person		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- On February 20, 2018, the issuer granted the reporting person an option that commences vesting in respect of a number of shares of the issuer's common stock determined based on the satisfaction of certain performance criteria for the fiscal year ended December 31, 2018 with any remaining shares forfeited. On February 20, 2019, the compensation committee of the
- (1) issuer's board of directors certified achievement of the performance criteria at 118% of the target level, which will result in the vesting of the option with respect to 50,150 shares on March 5, 2019 and 50,150 shares on March 5, 2020, in each case subject to the reporting person's continued service to the issuer through such vesting date.
  - (2) Option vests with respect to 25% of the shares subject thereto on February 20, 2020, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on February 20, 2023.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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