

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Lalonde James</u> (Last) (First) (Middle) C/O CODEXIS, INC. 200 PENOBSCOT DRIVE (Street) REDWOOD CA 94063 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CODEXIS INC [CDXS]</u>	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) <u>SVP, R&D</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/13/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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			
Common Stock	05/13/2019		M		17,621 ⁽¹⁾	A	\$7.46	151,023 ⁽¹⁾	D	
Common Stock	05/13/2019		S		17,621 ⁽¹⁾	D	\$18.6116 ⁽²⁾	133,402	D	
Common Stock	05/14/2019		M		2,378 ⁽³⁾	A	\$7.46	135,780 ⁽³⁾	D	
Common Stock	05/14/2019		S		2,378 ⁽³⁾	D	\$18.9485 ⁽⁴⁾	133,402	D	

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$7.46	05/13/2019		M		17,621 ⁽¹⁾		(5)	(6)	Common Stock	17,621 ⁽¹⁾	\$0.00	2,378 ⁽³⁾	D	
Stock Option (Right to Buy)	\$7.46	05/14/2019		M		2,378 ⁽³⁾		(5)	(6)	Common Stock	2,378 ⁽³⁾	\$0.00	0	D	

Explanation of Responses:

- Includes 7,949 shares held in constructive trust for the sole benefit of the reporting person's ex-spouse pursuant to terms of a marital settlement agreement. The shares held in trust for the ex-spouse are no longer beneficially owned by the reporting person.
- This transaction was executed in multiple trades in prices ranging from \$18.50 to \$18.84, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price with the range set forth in this footnote.
- Includes 1,073 shares held in constructive trust for the sole benefit of the reporting person's ex-spouse pursuant to terms of a marital settlement agreement. The shares held in trust for the ex-spouse are no longer beneficially owned by the reporting person.
- This transaction was executed in multiple trades in prices ranging from \$18.90 to \$19.00, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price with the range set forth in this footnote.
- The option is fully vested and exercisable.
- The option was exercised by the Reporting Person ahead of its expiration on June 1, 2019.

/s/ Richard Sabalot, Attorney-in-Fact for James Lalonde 05/15/2019

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.