

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) <u>C/O CODEXIS, INC.</u> <u>200 PENOBSCOT DRIVE</u> (Street) <u>REDWOOD CITY CA 94063</u> (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) SVP, R&D |
| | 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.