

Dowd Brian Paul
Form 3
March 12, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Dowd Brian Paul | | (Month/Day/Year) | CODEXIS INC [CDXS] | |
| (Last) | (First) | (Middle) | 03/07/2012 | |
| C/O CODEXIS, INC., 200 PENOBSCOT DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| REDWOOD CITY, CA 94063 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Interim CFO | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 23,933 ⁽¹⁾ | D | |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Stock Option (right to buy) | Â (2) | 01/28/2018 | Common Stock | 5,333 | \$ 10.5 | D | Â |
| Stock Option (right to buy) | Â (3) | 05/21/2018 | Common Stock | 33,332 | \$ 11.85 | D | Â |
| Stock Option (right to buy) | Â (4) | 06/01/2019 | Common Stock | 19,999 | \$ 7.46 | D | Â |
| Stock Option (right to buy) | Â (5) | 02/10/2020 | Common Stock | 16,666 | \$ 10.92 | D | Â |
| Stock Option (right to buy) | Â (6) | 01/25/2021 | Common Stock | 15,000 | \$ 9.15 | D | Â |
| Stock Option (right to buy) | Â (7) | 03/06/2022 | Common Stock | 29,000 | \$ 3.56 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dowd Brian Paul C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063 | Â | Â | Â Interim CFO | Â |

Signatures

/s/ Doug Sheehy, as Attorney-in-Fact for Brian Dowd 03/12/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Includes 22,500 restricted Stock Units. The Reporting Person is entitled to receive one (1) share of common stock for each one (1) restricted stock unit.
- (2) Option is 100% vested and exercisable.
- (3) Option vests with respect to 25% of the shares subject thereto on May 1, 2009, with 1/48 of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on May 1, 2012.
- (4) Option vests with respect to 50% of the shares subject thereto on January 1, 2011, with 1/24 of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on January 1, 2013.
- (5) Option vests with respect to 25% of the shares subject thereto on January 1, 2011, with 1/48 of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on January 1, 2014.
- (6) Option vests with respect to 25% of the shares subject thereto on January 26, 2012, with 1/48 of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on January 26, 2015.
- (7)

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Option vests with respect to 25% of the shares subject thereto on March 7, 2013, with 1/48 of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on March 7, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.