

Sarret Joseph J.
Form 3
April 21, 2010

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 | |
| Â Sarret Joseph J. | | (Month/Day/Year) | CODEXIS INC [CDXS] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 04/21/2010 | | |
| C/O CODEXIS, INC.,Â 200 | | | (Check all applicable) | |
| PENOBSCOT DRIVE | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Street) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| REDWOOD | | | CBO, President Pharmaceuticals | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| CITY,Â CAÂ 94063 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | 13,333 ⁽¹⁾ | I | See Footnote ⁽²⁾ |

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 (3) | 08/11/2015 | Common Stock | 36,666 (1) \$ 1.05 (1) | | D | Â |
| Stock Option (right to buy) | Â (4) | 01/26/2017 | Common Stock | 53,333 (1) \$ 2.45 (1) | | D | Â |
| Stock Option (right to buy) | Â (5) | 08/28/2017 | Common Stock | 19,666 (1) \$ 6.71 (1) | | D | Â |
| Stock Option (right to buy) | Â (6) | 10/25/2017 | Common Stock | 40,000 (1) \$ 6.86 (1) | | D | Â |
| Stock Option (right to buy) | Â (7) | 06/02/2019 | Common Stock | 37,000 (1) \$ 7.46 (1) | | D | Â |
| Stock Option (right to buy) | Â (8) | 06/02/2019 | Common Stock | 13,333 (1) \$ 7.46 (1) | | D | Â |
| Stock Option (right to buy) | Â (9) | 11/09/2019 | Common Stock | 120,000 (1) \$ 9.09 (1) | | D | Â |
| Stock Option (right to buy) | Â (10) | 03/11/2020 | Common Stock | 33,333 (1) \$ 11.87 (1) | | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sarret Joseph J. C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063 | Â | Â | Â CBO, President Pharmaceuticals | Â |

Signatures

/s/ Joseph J. Sarret 04/21/2010

**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) Reflects a 2-for-3 reverse stock split of the Issuer's outstanding securities effected immediately prior to the effectiveness of the Issuer's S-1 Registration Statement (Commission File No. 333-164044).
- (2) Shares held by Joseph Sarret as Trustee UTD 5/30/00.
- (3) 100% of the shares subject to the option are fully vested and exercisable.
- (4) Option vests with respect to 25% of the shares subject thereto on January 26, 2008, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on January 26, 2011.

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- (5) Option vests with respect to 25% of the shares subject thereto on August 28, 2008, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on August 28, 2011.
- (6) Option vests with respect to 25% of the shares subject thereto on October 25, 2008, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on October 25, 2011.
- (7) Option vests with respect to 25% of the shares subject thereto on March 1, 2010, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on March 1, 2013.
- (8) Option vests with respect to 1/24th of the shares subject thereto monthly commencing on January 1, 2011, such that the option will be fully vested and exercisable on January 1, 2013.
- (9) Option vests with respect to 25% of the shares subject thereto on October 16, 2010, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on October 16, 2013.
- (10) Option vests with respect to 100% of the shares subject thereto on January 1, 2015. Upon the completion of the Issuer's initial public offering, the option will vest with respect to 25% of the shares subject thereto on January 1, 2011, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on January 1, 2014.

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.