

Seufer-Wasserthal Peter  
 Form 3  
 January 28, 2013

**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 <b>and</b> Ticker or Trading Symbol                         |  |
| Seufer-Wasserthal Peter                   |         | (Month/Day/Year)                     | CODEXIS INC [CDXS]   |  |
| (Last)                                    | (First) | (Middle)                             | 01/24/2013   |  |
| 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  |
|   |         |                                      | SVP, Pharmaceuticals   |  |

**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                    | 55,000 <sup>(1)</sup>                                 | 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)            | 02/29/2016      | Common Stock | 33,333                     | \$ 1.05 | D                          | Â |
| Stock Option (right to buy) | Â (2)            | 01/25/2017      | Common Stock | 34,332                     | \$ 2.45 | D                          | Â |
| Stock Option (right to buy) | Â (2)            | 08/27/2017      | Common Stock | 27,333                     | \$ 6.71 | D                          | Â |
| Stock Option (right to buy) | Â (2)            | 10/24/2017      | Common Stock | 43,333                     | \$ 6.86 | D                          | Â |
| Stock Option (right to buy) | Â (2)            | 06/01/2019      | Common Stock | 41,666                     | \$ 7.46 | D                          | Â |
| Stock Option (right to buy) | Â (3)            | 01/25/2021      | Common Stock | 15,000                     | \$ 9.15 | D                          | Â |
| Stock Option (right to buy) | Â (4)            | 03/06/2022      | Common Stock | 47,000                     | \$ 3.56 | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                        |       |
|---|---------------|-----------|------------------------|-------|
|   | Director      | 10% Owner | Officer                | Other |
| Seufer-Wasserthal Peter<br>C/O CODEXIS, INC.<br>200 PENOBSCOT DRIVE<br>REDWOOD CITY, CA 94063 | Â             | Â         | Â SVP, Pharmaceuticals | Â     |

## Signatures

/s/ Doug Sheehy, Attorney-in-Fact for Peter Seufer-Wasserthal 01/28/2013

\*\*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 32,500 Restricted Stock Units. The Reporting Person is entitled to receive one (1) share of common stock for each one (1) restricted stock unit.
- (2) The option is fully vested and exercisable.
- (3) 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.
- (4) 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.