

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**  
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(HTML Version on [secdatabase.com](http://secdatabase.com))

### ISSUER

#### **CODEXIS INC**

CIK: **1200375** | IRS No.: **710872999** | Fiscal Year End: **1231**  
SIC: **2860** Industrial organic chemicals

#### Mailing Address

200 PENOBSCOT DRIVE  
REDWOOD CITY CA 94063

#### Business Address

200 PENOBSCOT DRIVE  
REDWOOD CITY CA 94063  
650-421-8100

### REPORTING OWNER

#### **BARUCH THOMAS R**

CIK: **1005563**  
Type: **4** | Act: **34** | File No.: **001-34705** | Film No.: **13553389**

#### Mailing Address

TESTA HURWITZ &  
THIBEAULT  
HIGH STREET TOWER 125  
HIGH STREET  
BOSTON MA 02110

# FORM 4

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>BARUCH THOMAS R</b>			2. Issuer Name and Ticker or Trading Symbol <b>CODEXIS INC [CDXS]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/24/2013</b>			
C/O CODEXIS, INC., 200 PENOBSCOT DRIVE						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
REDWOOD CITY, CA 94063						
(City)	(State)	(Zip)				

**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	01/24/2013		A		43,103 <sup>(1)</sup>	A	\$ 0	45,603	D	
Common Stock								181,067	I	See Footnote <sup>(2)</sup>
Common Stock								2,740,158	I	See Footnote <sup>(3)</sup>

**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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

### Explanation of Responses:

1. Restricted stock. The restricted stock vests as to 1/3 of the shares on January 24, 2014, another 1/3 of the shares on January 24, 2015 and the final 1/3 of the shares on January 24, 2016.
2. Held by CMEA Ventures Life Sciences 2000, Civil Law Partnership. The Reporting Person is a general partner of CMEA Ventures LS Management 2000, L.P., the managing limited partner of CMEA Ventures Life Sciences 2000, Civil Law Partnership, and, as such, has voting and investment power over the securities held by CMEA Ventures Life Sciences 2000, Civil Law Partnership. The Reporting Person disclaims beneficial ownership of the securities reported in this Form 4 except to the extent of any pecuniary interest therein.
3. Held by CMEA Ventures Life Sciences 2000, L.P. The Reporting Person is a general partner of CMEA Ventures LS Management 2000, L.P., the general partner of CMEA Ventures Life Sciences 2000, L.P., and, as such, has voting and investment power over the securities held by CMEA Ventures Life Sciences 2000, L.P. The Reporting Person disclaims beneficial ownership of the securities reported in this Form 4 except to the extent of any pecuniary interest therein.

### Signatures

/s/ Doug Sheehy, Attorney-in-Fact for Thomas Baruch

\*\* Signature of Reporting Person

01/28/2013

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.**