

CODEXIS INC
Form 4
January 28, 2013

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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 *
BARUCH THOMAS R

(Last) (First) (Middle)

**C/O CODEXIS, INC., 200
PENOBSCOT DRIVE**

(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CODEXIS INC [CDXS]

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/24/2013		A	43,103 (1)	A \$ 0 45,603	D	
Common Stock					181,067	I	See Footnote (2)
Common Stock					2,740,158	I	See Footnote (3)

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARUCH THOMAS R C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063		X		

Signatures

/s/ Doug Sheehy, Attorney-in-Fact for Thomas Baruch
Date: 01/28/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (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.
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.
- (2) 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.
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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