

Tobin Matthew  
 Form 3  
 September 07, 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 <b>and</b> Ticker or Trading Symbol |  |
| Tobin Matthew                             |         | (Month/Day/Year)                     | CODEXIS INC [CDXS]                                 |  |
| (Last)                                    | (First) | (Middle)                             | 08/28/2012   |  |
| 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                                     |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                                 | (specify below)  |
|   |         |                                      | SVP, Research & Development                        | 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  |

**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                    | 46,941 <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)            | 05/26/2013      | Common Stock | 3,033                      | \$ 0.6   | D                          | Â |
| Stock Option (Right to Buy) | Â (3)            | 01/04/2015      | Common Stock | 2,000                      | \$ 0.9   | D                          | Â |
| Stock Option (Right to Buy) | Â (4)            | 12/12/2015      | Common Stock | 6,666                      | \$ 1.05  | D                          | Â |
| Stock Option (Right to Buy) | Â (5)            | 08/27/2017      | Common Stock | 5,333                      | \$ 6.71  | D                          | Â |
| Stock Option (Right to Buy) | Â (6)            | 12/10/2017      | Common Stock | 6,666                      | \$ 8.69  | D                          | Â |
| Stock Option (Right to Buy) | Â (7)            | 01/28/2018      | Common Stock | 10,000                     | \$ 10.5  | D                          | Â |
| Stock Option (Right to Buy) | Â (8)            | 06/01/2019      | Common Stock | 19,999                     | \$ 7.46  | D                          | Â |
| Stock Option (Right to Buy) | Â (9)            | 04/26/2020      | Common Stock | 20,666                     | \$ 10.92 | D                          | Â |
| Stock Option (Right to Buy) | Â (10)           | 01/25/2021      | Common Stock | 15,000                     | \$ 9.15  | D                          | Â |
| Stock Option (Right to Buy) | Â (11)           | 03/06/2022      | Common Stock | 29,000                     | \$ 3.56  | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Tobin Matthew<br>C/O CODEXIS, INC.<br>200 PENOBSCOT DRIVE<br>REDWOOD CITY, CA 94063 | Â             | Â         | Â SVP, Research & Development | Â     |

## Signatures

/s/ Dave Swarthout, as Attorney-in-Fact for Matthew Tobin

09/07/2012

\_\_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)

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Option vested with respect to 25% of the shares subject thereto on May 16, 2004, and 1/48th of the shares vested monthly thereafter, such that the option was fully vested and exercisable on May 16, 2007.

- (3) Option vested with respect to 25% of the shares subject thereto on January 1, 2006, and 1/48th of the shares vested monthly thereafter, such that the option was fully vested and exercisable on January 1, 2009.
- (4) Option vested with respect to 25% of the shares subject thereto on January 1, 2007, and 1/48th of the shares vested monthly thereafter, such that the option was fully vested and exercisable on January 1, 2010.
- (5) Option vested with respect to 25% of the shares subject thereto on August 28, 2008, and 1/48th of the shares vested monthly thereafter, such that the option was fully vested and exercisable on August 28, 2011.
- (6) Option vested with respect to 25% of the shares subject thereto on November 16, 2008, and 1/48th of the shares vested monthly thereafter, such that the option was fully vested and exercisable on November 16, 2011.
- (7) Option vested with respect to 25% of the shares subject thereto on January 1, 2009, and 1/48th of the shares vested monthly thereafter, such that the option was fully vested and exercisable on January 1, 2012.
- (8) Option vests with respect to 1/24th of the shares subject thereto on each monthly anniversary of January 1, 2011, such that the option will be fully vested and exercisable on January 1, 2013.
- (9) Option vested 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.
- (10) Option vested with respect to 25% of the shares subject thereto on January 26, 2012, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on January 26, 2015.
- (11) Option vests with respect to 25% of the shares subject thereto on March 7, 2013, with 1/48th 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.

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