

Aldridge Michael D.  
Form 4  
May 18, 2018

**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 \*  
Aldridge Michael D.

(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)  
05/17/2018

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)  
See Remarks

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V Amount (A) or (D) Price                                         |                                                                                               |                                                          |                                                       |
| Common Stock                    | 05/17/2018                           |                                                    | M <sup>(1)</sup>               | 22,000 A \$ 4.37                                                  | 22,000                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/17/2018                           |                                                    | S <sup>(1)</sup>               | 22,000 D \$ 13.5393                                               | 0                                                                                             | D                                                        |                                                       |

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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (Right to Buy)                | \$ 4.37                                                | 05/17/2018                           |                                                    | M <sup>(1)</sup>               | 22,000                                                                                  | <sup>(3)</sup> 10/15/2026                                | Common Stock                                                  | 22,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships |           |             |       |
|-------------------------------------------------------------------------------------------|---------------|-----------|-------------|-------|
|                                                                                           | Director      | 10% Owner | Officer     | Other |
| Aldridge Michael D.<br>C/O CODEXIS, INC.<br>200 PENOBSCOT DRIVE<br>REDWOOD CITY, CA 94063 |               |           | See Remarks |       |

## Signatures

/s/ Gordon Sangster, Attorney-in-Fact for Michael D. Aldridge 05/18/2018

\*\*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) Transaction made pursuant to a 10b5-1 trading plan adopted by the Reporting Person on December 8, 2017.  
This transaction was executed in multiple trades in prices ranging from \$13.30 to \$14.10, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- (2) Option vests and becomes exercisable with respect to 25% of the shares subject thereto on October 16, 2017, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on October 16, 2020 contingent upon the continued employment of the Reporting Person through each such vesting date.
- (3) vesting monthly thereafter, such that the option will be fully vested and exercisable on October 16, 2020 contingent upon the continued employment of the Reporting Person through each such vesting date.

### Remarks:

Senior Vice President, Corporate & Strategic Development

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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