

CODEXIS INC
Form 4
April 29, 2010

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 *
Equilon Enterprises LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ROOM 4552, 910 LOUISIANA ST.,
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2010

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

HOUSTON, TX 77002

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

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 04/27/2010 | | C | (A) 789,492 (1) (2) | (2) 789,492 (1) (2) | I | See Footnote (3) |
| Common Stock | 04/27/2010 | | C | (A) 2,410,412 (1) (4) | (4) 3,199,904 (1) (4) | I | See Footnote (3) |
| Common Stock | 04/27/2010 | | C | (A) 2,373,415 (1) (5) | (5) 5,573,319 (1) (5) | I | See Footnote (3) |

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

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(9-02)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series D Preferred Stock | (2) | 04/27/2010 | | C | 789,492 (1) (2) | (2) | (6) | Common Stock | 789,492 (1) (2) |
| Series E Preferred Stock | (4) | 04/27/2010 | | C | 2,410,412 (1) (4) | (4) | (6) | Common Stock | 2,410,412 (1) (4) |
| Series F Preferred Stock | (5) | 04/27/2010 | | C | 2,373,415 (1) (5) | (5) | (6) | Common Stock | 2,373,415 (1) (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Equilon Enterprises LLC ROOM 4552, 910 LOUISIANA ST. HOUSTON, TX 77002 | | X | | |
| Royal Dutch Shell plc 30, CAREL VAN BYLANDTLAAN, 2596 HR THE HAGUE THE NETHERLANDS, P7 | | X | | |

Signatures

/s/ Lynn S. Borgmeier, for Equilon Enterprises LLC as its Secretary
04/29/2010
**Signature of Reporting Person Date

/s/ Michiel Brandjes, for Royal Dutch Shell plc as its Company Secretary
04/29/2010
**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) Reflects a 2-for-3 reverse stock split of the Issuer's outstanding securities effected immediately prior to the effectiveness of the Issuer's S-1 Registration Statement (Commission File No. 333-164044).

(2) Each share of Series D Preferred Stock automatically converted into Common Stock on a 1-for-1 basis upon the closing of the Issuer's initial public offering.

(3) Shares owned directly by Equilon Enterprises LLC dba Shell Oil Products US ("Equilon Enterprises"). Equilon Enterprises is an indirect wholly owned subsidiary of Royal Dutch Shell plc. As a result, Royal Dutch Shell plc may be deemed to be the indirect beneficial owner of all of the securities reported on this Form 4.

(4) As previously reported on the Form 3 dated April 21, 2010, due to the antidilution provisions of the Issuer's certificate of incorporation that apply to the Series E Preferred Stock, each share of Series E Preferred Stock automatically converted into Common Stock on a 1.008702-for-1 basis upon the closing of the Issuer's initial public offering. Number of shares reported includes the additional 20,794 shares of Common Stock that was issued to Equilon Enterprises upon such conversion as a result of such antidilution adjustment.

(5) As previously reported on the Form 3 dated April 21, 2010, due to the antidilution provisions of the Issuer's certificate of incorporation that apply to the Series F Preferred Stock, each share of Series F Preferred Stock automatically converted into Common Stock on a 1.008702-for-1 basis upon the closing of the Issuer's initial public offering. Number of shares reported includes the additional 20,475 shares of Common Stock that was issued to Equilon Enterprises upon such conversion as a result of such antidilution adjustment.

(6) The expiration date is not relevant to the conversion of these securities.

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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