Strumph Peter M
Form 3
February 24, 2012

FORM 3

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person [*] Â Strumph Peter M	2. Date of Event Requiring Statement (Month/Day/Year) 02/17/2012	3. Issuer Name **and** Ticker or Trading Symbol CODEXIS INC [CDXS]
(Last) (First) (Middle)		4. Relationship of Reporting Person(s) to Issuer
C/O CODEXIS, INC.,Â 200 PENOBSCOT DRIVE		(Check all applicable)
(Street)		_____ Director _____ 10% Owner __X__ Officer _____ Other (give title below) (specify below) Interim President and CEO

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

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

REDWOOD CITY,Â CAÂ 94063

(City)   (State)   (Zip)

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	20,000 [(1)]	D	Â

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) Title	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)	06/16/2020	Common Stock	125,000	$ 10.28	D	Â
Stock Option (Right to Buy)	Â (3)	01/25/2021	Common Stock	30,000	$ 9.15	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Strumph Peter M C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY,Â CAÂ 94063	Â	Â	Â Interim President and CEO	Â

Signatures

/s/ Doug Swarthout, as Attorney-in-Fact for Peter M. Strumph	02/23/2012
**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) Restricted Stock Units. The Reporting Person is entitled to receive one (1) share of common stock for each one (1) restricted stock unit.

(2) Option vests with respect to 25% of the shares subject thereto on June 17, 2011, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on June 17, 2014.

(3) Option vests 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.

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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