

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Ispagnac Participacoes Ltda.</u> (Last) (First) (Middle) AVENIDA DAS AMERICAS, 4200 BLOCO 6, 10 ANDAR, (PART) BARRA DA TIJUCA (Street) RIO DE JANEIRO, RJ D5 22640-102 CEP (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CODEXIS INC [CDXS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2011	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	06/01/2011		J ⁽¹⁾		5,573,319	D	(1)	5,573,319	D	

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person*
Ispagnac Participacoes Ltda.
 (Last) (First) (Middle)
 AVENIDA DAS AMERICAS, 4200 BLOCO 6,
 10 ANDAR, (PART) BARRA DA TIJUCA
 (Street)
 RIO DE JANEIRO, D5 22640-102
 RJ CEP
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Royal Dutch Shell plc
 (Last) (First) (Middle)
 30, CAREL VAN BYLANDTLAAN
 (Street)
 THE HAGUE P7 2596 HR
 (City) (State) (Zip)

Explanation of Responses:

1. Disposition of Codexis Common Stock by Ispagnac Participacoes Ltda., an indirect wholly owned subsidiary of Royal Dutch Shell plc ("RDS"), to Raizen Energia Participacoes S.A. ("Raizen"), a joint venture company in which RDS is indirectly a joint venture partner, was part of RDS's and its affiliates' contribution to such joint venture, and was made in exchange for Raizen capital stock.

Remarks:

[/s/ Mark Edwards for Royal Dutch Shell Plc as its Deputy Company Secretary](#) [06/01/2011](#)

[/s/ Matias Lopes for Ispagnac Participacoes Ltda. as an Officer](#) [06/01/2011](#)

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.