SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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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.	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2010	Director X 10% Owner Officer (give title below) Other (specify below)
(Street) HOUSTON TX 77002 (City) (State) (Zip)	4. If Amendment, Date of 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

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

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 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)	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]	$0	0	I	See Footnote[3]
Series E Preferred Stock	[4]	04/27/2010		C			2,410,412[1][4]	[4]	[6]	Common Stock	2,410,412[1][4]	$0	0	I	See Footnote[3]
Series F Preferred Stock	[5]	04/27/2010		C			2,373,415[1][5]	[5]	[6]	Common Stock	2,373,415[1][5]	$0	0	I	See Footnote[3]

1. Name and Address of Reporting Person*   Equilon Enterprises LLC
(Last) (First) (Middle)
ROOM 4552, 910 LOUISIANA ST.
(Street)
HOUSTON TX 77002
(City) (State) (Zip)

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

Explanation of Responses:

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.

	/s/ Lynn S. Borgmeier, for Equilon Enterprises LLC as its Secretary	04/29/2010
	/s/ Michiel Brandjes, for Royal Dutch Shell plc as its Company Secretary	04/29/2010
	** 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.