

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104
Estimated average burden
hours per response: 0.5Filed 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>Equilon Enterprises LLC</u>	2. Date of Event Requiring Statement (Month/Day/Year) 04/21/2010	3. Issuer Name and Ticker or Trading Symbol <u>CODEXIS INC [CDXS]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) ROOM 4552, 910 LOUISIANA ST.			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(Street) HOUSTON TX 77002			
(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)
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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)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series D Preferred Stock	(1)	(2)	Common Stock	789,492 ⁽³⁾⁽⁴⁾	0.00	I	See Footnote ⁽⁵⁾
Series E Preferred Stock	(1)	(2)	Common Stock	2,389,618 ⁽³⁾⁽⁶⁾	0.00	I	See Footnote ⁽⁵⁾
Series F Preferred Stock	(1)	(2)	Common Stock	2,352,940 ⁽³⁾⁽⁷⁾	0.00	I	See Footnote ⁽⁵⁾

1. Name and Address of Reporting Person* <u>Equilon Enterprises LLC</u>
(Last) (First) (Middle) ROOM 4552, 910 LOUISIANA ST.
(Street) HOUSTON TX 77002
(City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Royal Dutch Shell plc</u>
(Last) (First) (Middle) 30, CAREL VAN BYLANDTLAAN, 2596 HR THE HAGUE
(Street) THE NETHERLANDS P7
(City) (State) (Zip)

Explanation of Responses:

- The shares are immediately convertible.
- The shares do not have an expiration date.
- 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).
- Each share of Series D Preferred Stock will automatically convert on a 1-for-1 basis into Common Stock upon the closing of the Issuer's initial public offering.
- 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 3.
- As of the date hereof, each share of Series E Preferred Stock is convertible into Common Stock on a 1-for-1 basis. Due to the antidilution provisions of the Issuer's certificate of incorporation that apply to the Series E Preferred Stock, an additional 20,794 shares of Common Stock will be issued to Equilon Enterprises upon the closing of the Issuer's initial public offering at a per share offering price of \$13.00 (assuming a closing date of April 27, 2010), when each share of Series E Preferred Stock will automatically convert into Common Stock on a 1.008702-for-1 basis.
- As of the date hereof, each share of Series F Preferred Stock is convertible into Common Stock on a 1-for-1 basis. Due to the antidilution provisions of the Issuer's certificate of incorporation that apply to the

Series F Preferred Stock, an additional 20,475 shares of Common Stock will be issued to Equilon Enterprises upon the closing of the Issuer's initial public offering at a per share offering price of \$13.00 (assuming a closing date of April 27, 2010), when each share of Series F Preferred Stock will automatically convert into Common Stock on a 1.008702-for-1 basis.

/s/ Lynn S. Borgmeier, for
Equilon Enterprises LLC as its 04/21/2010
Secretary

/s/ Michiel Brandjes, for Royal
Dutch Shell plc as its Company 04/21/2010
Secretary

** 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 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).

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.