

Cragg David  
Form 4  
March 01, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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 \*  
Cragg David

(Last) (First) (Middle)

280 EAST GRAND AVENUE

(Street)

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CYTOKINETICS INC [CYTK]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

SVP Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock                    |                                      |                                                    |                                | (A)<br>or<br>(D)                                                  | 12,725                                                                                        | D                                                        |                                   |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 Underlying Security (Instr. 3 and 4) |                           |                 |              |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|---------------------------|-----------------|--------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                               | Date Exercisable          | Expiration Date | Title        |
| Incentive Stock Option (right to buy)      | \$ 1.57                                                | 02/28/2011                           |                                                    | A                              |                                                                                         | 44,547                                                   |                                                   | 03/31/2011 <sup>(1)</sup> | 02/28/2021      | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 1.57                                                | 02/28/2011                           |                                                    | A                              |                                                                                         | 55,453                                                   |                                                   | 03/31/2011 <sup>(1)</sup> | 02/28/2021      | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 1.85                                                |                                      |                                                    |                                |                                                                                         |                                                          |                                                   | 03/26/2009 <sup>(2)</sup> | 02/26/2019      | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 3.08                                                |                                      |                                                    |                                |                                                                                         |                                                          |                                                   | 03/24/2010 <sup>(3)</sup> | 02/24/2020      | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 3.37                                                |                                      |                                                    |                                |                                                                                         |                                                          |                                                   | 03/29/2008 <sup>(4)</sup> | 02/28/2018      | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 6.81                                                |                                      |                                                    |                                |                                                                                         |                                                          |                                                   | 04/01/2007 <sup>(5)</sup> | 03/14/2017      | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 7.15                                                |                                      |                                                    |                                |                                                                                         |                                                          |                                                   | 03/01/2006 <sup>(6)</sup> | 03/01/2016      | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 9.52                                                |                                      |                                                    |                                |                                                                                         |                                                          |                                                   | 02/01/2006 <sup>(7)</sup> | 02/14/2015      | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 1.85                                                |                                      |                                                    |                                |                                                                                         |                                                          |                                                   | 03/26/2009 <sup>(2)</sup> | 02/26/2019      | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 3.08                                                |                                      |                                                    |                                |                                                                                         |                                                          |                                                   | 03/24/2010 <sup>(3)</sup> | 02/24/2020      | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 3.37                                                |                                      |                                                    |                                |                                                                                         |                                                          |                                                   | 03/29/2008 <sup>(4)</sup> | 02/28/2018      | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 6.81                                                |                                      |                                                    |                                |                                                                                         |                                                          |                                                   | 04/01/2007 <sup>(5)</sup> | 03/14/2017      | Common       |

|                                                 |         |  |                           |            |                 |
|-------------------------------------------------|---------|--|---------------------------|------------|-----------------|
| Stock Option<br>(right to buy)                  |         |  |                           |            | Stock           |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 7.15 |  | 03/01/2006 <sup>(6)</sup> | 03/01/2016 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 9.52 |  | 02/01/2006 <sup>(7)</sup> | 02/14/2015 | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships |           |                     |       |
|-----------------------------------------------------------------------|---------------|-----------|---------------------|-------|
|                                                                       | Director      | 10% Owner | Officer             | Other |
| Cragg David<br>280 EAST GRAND AVENUE<br>SOUTH SAN FRANCISCO, CA 94080 |               |           | SVP Human Resources |       |

## Signatures

David W. Cragg                      03/01/2011

\_\_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) When the ISO and NQ dated 02/28/2011 are combined for a total grant of 100,000 shares, the option shall vest and become exercisable as to 2,083 shares on 03/31/2011 and the balance of 97,917 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/28/2015.

(2) When the ISO and NQ dated 02/26/2009 are combined for a total grant of 85,000 shares, the option shall vest and become exercisable as to 1,770 shares on 03/26/09 and the balance of 83,230 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.

(3) When the ISO and NQ dated 02/24/2010 are combined for a total grant of 90,000 shares, the option shall vest and become exercisable as to 1,875 shares on 03/24/2010 and the balance of 88,125 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/24/2014.

(4) When the ISO and NQ dated 02/29/2008 are combined for a total grant of 70,000 shares, the option shall vest and become exercisable as to 1,458 shares on 03/29/08 and the balance of 68,542 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.

(5) When the ISO and NQ dated 03/14/2007 are combined for a total grant of 50,000 shares, the option shall vest and become exercisable as to 1,042 shares on 04/01/07 and the balance of 48,958 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.

(6) When the ISO and NQ dated 03/01/2006 are combined for a total grant of 40,000 shares, the option shall vest and become exercisable as to 40,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2010.

(7) When the ISO and NQ dated 02/14/05 are combined for a total grant of 80,000 shares, the option shall vest and become exercisable as to 20,000 shares on 02/01/06 and the balance of 60,000 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/01/09.

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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