

BARBARI SHARON SURREY  
Form 4  
November 21, 2011

**FORM 4**

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

OMB APPROVAL

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

**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 \*  
BARBARI SHARON SURREY

(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)  
11/17/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
EVP, Finance & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)  | 19,127  | 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 (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                          | Title        |
| Restricted Stock Units                     | <u>(1)</u>   | 11/17/2011                           |  | A                              | 200,000   | <u>(2)</u>   | <u>(2)</u>                               | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 1.57  |                                      |  |                                |   | 03/31/2011 <sup>(3)</sup>                                | 02/28/2021                               | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 1.85  |                                      |  |                                |   | 03/26/2009 <sup>(4)</sup>                                | 02/26/2019                               | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 3.08  |                                      |  |                                |   | 03/24/2010 <sup>(5)</sup>                                | 02/24/2020                               | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 3.37  |                                      |  |                                |   | 03/29/2008 <sup>(6)</sup>                                | 02/28/2018                               | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 6.59  |                                      |  |                                |   | 04/11/2005 <sup>(7)</sup>                                | 04/11/2015                               | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 6.81  |                                      |  |                                |   | 04/01/2007 <sup>(8)</sup>                                | 03/14/2017                               | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 7.15  |                                      |  |                                |   | 03/01/2006 <sup>(9)</sup>                                | 03/01/2016                               | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 9.95  |                                      |  |                                |   | 09/07/2005 <sup>(10)</sup>                               | 09/15/2014                               | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 1.57  |                                      |  |                                |   | 03/31/2011 <sup>(3)</sup>                                | 02/28/2021                               | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 1.85  |                                      |  |                                |   | 03/26/2009 <sup>(4)</sup>                                | 02/26/2019                               | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 3.08  |                                      |  |                                |   | 03/24/2010 <sup>(5)</sup>                                | 02/24/2020                               | Common Stock |
|  | \$ 3.37  |                                      |  |                                |   | 03/29/2008 <sup>(6)</sup>                                | 02/28/2018                               |              |

|   |         |  |                            |            |                 |
|---|---------|--|----------------------------|------------|-----------------|
| Non-Qualified<br>Stock Option<br>(right to buy) |         |  |                            |            | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 6.59 |  | 04/11/2005 <sup>(7)</sup>  | 04/11/2015 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 6.81 |  | 04/01/2007 <sup>(8)</sup>  | 03/14/2017 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 7.15 |  | 03/01/2006 <sup>(9)</sup>  | 03/01/2016 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 9.95 |  | 09/07/2005 <sup>(10)</sup> | 09/15/2014 | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| BARBARI SHARON SURREY<br>280 EAST GRAND AVENUE<br>SOUTH SAN FRANCISCO, CA 94080 |               |           | EVP, Finance & CFO |       |

## Signatures

Sharon Barbari 11/21/2011

\*\*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) Each restricted stock unit represents a contingent right to receive one share of CYTK common stock.
- (2) The restricted stock units vest in two equal annual installments. Vested shares will be delivered to the reporting person on 9/4/2012 and 9/3/2013.  
When the ISO and NQ dated 02/28/2011 are combined for a total grant of 200,000 shares, the option shall vest and become exercisable as to 4,166 shares on 03/31/2011 and the balance of 195,834 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/28/2015.
- (3) When the ISO and NQ dated 02/26/2009 are combined for a total grant of 150,000 shares, the option shall vest and become exercisable as to 3,125 shares on 03/26/09 and the balance of 146,875 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.
- (4) When the ISO and NQ dated 02/24/2010 are combined for a total grant of 135,000 shares, the option shall vest and become exercisable as to 2,812 shares on 03/24/2010 and the balance of 132,188 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/24/2014.
- (5) When the ISO and NQ dated 02/29/2008 are combined for a total grant of 125,000 shares, the option shall vest and become exercisable as to 2,604 shares on 03/29/08 and the balance of 122,396 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.
- (6)

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- (7) When the ISO and NQ dated 04/11/05 are combined for a total grant of 16,500 shares, the option shall vest and become exercisable as to 16,500 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.
- When the ISO and NQ dated 03/14/2007 are combined for a total grant of 60,000 shares, the option shall vest and become exercisable as to 1,250 shares on 04/01/07 and the balance of 58,750 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
- (8) When the ISO and NQ dated 03/01/2006 are combined for a total grant of 60,000 shares, the option shall vest and become exercisable as to 60,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2010.
- When the ISO and NQ dated 09/15/04 are combined for a total grant of 110,000 shares, the option shall vest and become exercisable as to 27,500 shares on 09/07/05 and the balance of 82,500 divided into equal monthly installments thereafter such that the option shall be 100% vested on 09/07/08.
- (9) (10)

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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