

CYTOKINETICS INC
Form 4
November 16, 2012

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 *
DOW STEPHEN M

(Last) (First) (Middle)

**C/O SEVIN ROSEN FUNDS, 13455
NOEL ROAD, SUITE 1670**

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2012

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)

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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock	11/14/2012		S	1,742,950 (1)	\$ 0.6101 (2)	D	1,421,052 (3)	I	See Footnote
Common Stock					145,000	(4)	I	See Footnote	

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

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(9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOW STEPHEN M C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240		X		

Signatures

John V. Jagers, As
Attorney-In-Fact

11/16/2012

__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).
- Total shares of 1,742,950 represents 1,615,715 shares held directly by Sevin Rosen Fund VI L.P. ("SRFVI"), and 127,235 shares held directly by Sevin Rosen VI Affiliates Fund L.P. ("SRVI AFF"). Stephen M. Dow is the general partner of SRB Associates VI L.P. ("SRB VI"), the general partner of SRFVI and SRVI AFF, and disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares. The sale of common shares was effected pursuant to Rule 144 and involved the filing of a Form 144 and the making of certain representations.
- The shares sold on this date were sold in multiple transactions. The price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$.6100 to \$.6450. The number of shares sold at each separate price will be provided to the Securities and Exchange Commission, Cytokinetics Incorporated and any Cytokinetics stockholder, upon request.
- Following the reported transaction, 625,950 shares are held by Sevin Rosen Fund VII L.P., ("SRFVII"), 24,050 shares are held by Sevin Rosen VII Affiliates Fund L.P. ("SRVII AFF"), 755,631 shares are held by Sevin Rosen Fund VIII L.P. and 15,421 shares are held by Sevin Rosen VIII Affiliates Fund L.P. ("SRVIII AFF"). Dow is a general partner of SRB Associates VII L.P., the general partner of SRFVII and SRVII AFF, and a general partner of SRB Associates VIII L.P., the general partner of SRFVIII and SRVIII AFF. Dow disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.
- (4) Total common shares of 145,000 are held by The Dow Family Trust ("Dow Trust"). Dow is a trustee and beneficiary of the Dow Trust.

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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