

MORGANS DAVID J JR
 Form 4
 February 04, 2009

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 *
 MORGANS DAVID J JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 280 EAST GRAND AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 02/02/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP-Preclinical R&D

(Street)
 SOUTH SAN FRANCISCO, CA 94080

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D)			
			Code	V	Amount		Price
Common Stock	02/02/2009		S ⁽¹⁾		100	D	\$ 2.07 69,400
Common Stock	02/02/2009		S ⁽¹⁾		400	D	\$ 2.1067 69,000
Common Stock	02/02/2009		S ⁽¹⁾		400	D	\$ 2.1099 68,600
Common Stock	02/02/2009		S ⁽¹⁾		500	D	\$ 2.13 68,100
Common Stock	02/02/2009		S ⁽¹⁾		500	D	\$ 2.15 67,600

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Common Stock	02/02/2009	S ⁽¹⁾	300	D	\$ 2.1522	67,300	D
Common Stock	02/02/2009	S ⁽¹⁾	1,050	D	\$ 2.16	66,250	D
Common Stock	02/02/2009	S ⁽¹⁾	300	D	\$ 2.1633	65,950	D
Common Stock	02/02/2009	S ⁽¹⁾	950	D	\$ 2.17	65,000	D
Common Stock	02/02/2009	S ⁽¹⁾	500	D	\$ 2.19	64,500	D

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

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(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Incentive Stock Option (right to buy)	\$ 3.37					03/29/2008 ⁽²⁾	02/28/2018	Common Stock	27,7
Incentive Stock Option (right to buy)	\$ 6.5					04/08/2004 ⁽³⁾	03/08/2014	Common Stock	34,0
Incentive Stock Option (right to buy)	\$ 6.59					04/11/2005 ⁽⁴⁾	04/11/2015	Common Stock	35,9
Incentive Stock Option (right to buy)	\$ 6.81					04/01/2007 ⁽⁵⁾	03/14/2017	Common Stock	14,8
Incentive Stock Option	\$ 7.15					03/01/2006 ⁽⁶⁾	03/01/2016	Common Stock	15,3

(right to buy)					
Non-Qualified Stock Option (right to buy)	\$ 3.37	03/29/2008 ⁽²⁾	02/28/2018	Common Stock	122,3
Non-Qualified Stock Option (right to buy)	\$ 6.59	04/11/2005 ⁽⁴⁾	04/11/2015	Common Stock	14,0
Non-Qualified Stock Option (right to buy)	\$ 6.81	04/01/2007 ⁽⁵⁾	03/14/2017	Common Stock	50,1
Non-Qualified Stock Option (right to buy)	\$ 7.15	03/01/2006 ⁽⁶⁾	03/01/2016	Common Stock	44,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGANS DAVID J JR 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080			EVP-Preclinical R&D	

Signatures

David J. Morgans, Jr.,
Ph.D. 02/04/2009

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 30, 2008.
When the ISO and NQ dated 02/29/2008 are combined for a total grant of 150,000 shares, the option shall vest and become exercisable as to 3,125 shares on 03/29/08 and the balance of 146,875 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.
- (2) This option shall vest and become exercisable as to 708 shares on 04/08/04 and the balance of 33,292 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/08/08.
- (3) When the ISO and NQ dated 04/11/05 are combined for a total grant of 50,000 shares, the option shall vest and become exercisable as to 50,000 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 65,000 shares, the option shall vest and become exercisable as to 1,354 shares on 04/01/07 and the balance of 63,646 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
- (4) 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.

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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