

BARBARI SHARON SURREY  
 Form 4  
 September 05, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
**BARBARI SHARON SURREY**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 09/04/2012

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/04/2012		M		100,000	A	120,377
Common Stock	09/04/2012		F <sup>(2)</sup>		36,631	D	\$ 0.7598

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

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SEC 1474 (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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	<u>(1)</u>	09/04/2012		M	100,000	<u>(3)</u>	<u>(3)</u>	Common Stock
Incentive Stock Option (right to buy)	\$ 1.05					04/05/2012 <u>(4)</u>	03/05/2022	Common Stock
Incentive Stock Option (right to buy)	\$ 1.57					03/31/2011 <u>(5)</u>	02/28/2021	Common Stock
Incentive Stock Option (right to buy)	\$ 1.85					03/26/2009 <u>(6)</u>	02/26/2019	Common Stock
Incentive Stock Option (right to buy)	\$ 3.08					03/24/2010 <u>(7)</u>	02/24/2020	Common Stock
Incentive Stock Option (right to buy)	\$ 3.37					03/29/2008 <u>(8)</u>	02/28/2018	Common Stock
Incentive Stock Option (right to buy)	\$ 6.59					04/11/2005 <u>(9)</u>	04/11/2015	Common Stock
Incentive Stock Option (right to buy)	\$ 6.81					04/01/2007 <u>(10)</u>	03/14/2017	Common Stock
Incentive Stock Option (right to buy)	\$ 7.15					03/01/2006 <u>(11)</u>	03/01/2016	Common Stock
Incentive Stock Option (right to buy)	\$ 9.95					09/07/2005 <u>(12)</u>	09/15/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.05					04/05/2012 <u>(4)</u>	03/05/2022	Common Stock
Non-Qualified	\$ 1.57					03/31/2011 <u>(5)</u>	02/28/2021	Common

Stock Option (right to buy)					Stock
Non-Qualified Stock Option (right to buy)	\$ 1.85		03/26/2009 <sup>(6)</sup>	02/26/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.08		03/24/2010 <sup>(7)</sup>	02/24/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.37		03/29/2008 <sup>(8)</sup>	02/28/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.59		04/11/2005 <sup>(9)</sup>	04/11/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.81		04/01/2007 <sup>(10)</sup>	03/14/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.15		03/01/2006 <sup>(11)</sup>	03/01/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.95		09/07/2005 <sup>(12)</sup>	09/15/2014	Common Stock

## Reporting Owners

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

## Signatures

Sharon Barbari                      09/05/2012

\_\_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).
- (1) Each restricted stock unit represents a contingent right to receive one share of CYTK common stock at a purchase price of \$0.001 per share which is the current par value of the common stock.
  - (2) Shares withheld by Issuer to cover taxes associated with settlement of Restricted Stock Units
  - (3) 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.

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- (4) When the ISO and NQ dated 03/05/2012 are combined for a total grant of 175,000 shares, the option shall vest and become exercisable as to 3,645 shares on 04/05/2012 and the balance of 171,355 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/05/2016.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) 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.
- (12) 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.

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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