

McDowell Caryn Gordon
 Form 4
 August 10, 2017

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 *
 McDowell Caryn Gordon

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/08/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 GC & Chief Compliance Officer

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) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 08/08/2017 | | M ⁽¹⁾ | A | 1,391 | \$ 6.67 | 21,570 D |
| Common Stock | 08/08/2017 | | S ⁽²⁾ | D | 300 | \$ 12.35 | 21,270 D |
| Common Stock | 08/08/2017 | | M ⁽¹⁾ | A | 2,736 | \$ 6.67 | 24,006 D |
| Common Stock | 08/08/2017 | | S ⁽²⁾ | D | 500 | \$ 12.375 | 23,506 D |
| Common Stock | 08/08/2017 | | M ⁽¹⁾ | A | 5,411 | \$ 6.37 | 28,917 D |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|-----------|--------|---|
| Common Stock | 08/08/2017 | S ⁽²⁾ | 3,200 | D | \$ 12.4 | 25,717 | D |
| Common Stock | 08/08/2017 | S ⁽²⁾ | 800 | D | \$ 12.425 | 24,917 | D |
| Common Stock | 08/08/2017 | S ⁽²⁾ | 2,300 | D | \$ 12.45 | 22,617 | D |
| Common Stock | 08/08/2017 | S ⁽²⁾ | 200 | D | \$ 12.475 | 22,417 | D |
| Common Stock | 08/08/2017 | S ⁽²⁾ | 300 | D | \$ 12.5 | 22,117 | D |
| Common Stock | 08/08/2017 | S ⁽²⁾ | 700 | D | \$ 12.625 | 21,417 | D |
| Common Stock | 08/08/2017 | S ⁽²⁾ | 500 | D | \$ 12.65 | 20,917 | D |
| Common Stock | 08/08/2017 | S ⁽²⁾ | 538 | D | \$ 12.7 | 20,379 | D |
| Common Stock | 08/08/2017 | S ⁽²⁾ | 200 | D | \$ 12.725 | 20,179 | D |
| Common Stock | 08/08/2017 | S ⁽²⁾ | 1,810 | D | \$ 12.45 | 18,369 | 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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 6.37 | 08/08/2017 | | M | 5,411 | 05/29/2016 05/29/2025 | Common Stock | 5,411 | |

| | | | | | | | | |
|---|---------|------------|---|-------|------------|------------|--------------|-----|
| Incentive Stock Option (right to buy) | \$ 6.67 | 08/08/2017 | M | 2,736 | 03/23/2016 | 02/23/2026 | Common Stock | 2,7 |
| Non-Qualified Stock Option (right to buy) | \$ 6.67 | 08/08/2017 | M | 1,391 | 03/23/2016 | 02/23/2026 | Common Stock | 1,3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McDowell Caryn Gordon 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080 | | | GC & Chief Compliance Officer | |

Signatures

Caryn
McDowell 08/10/2017

**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 exercise reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2017.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.