

CYTOKINETICS INC  
Form 4  
March 16, 2007

**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 \*  
TRAUTMAN JAY K

(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)  
03/14/2007

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)  
VP, Research

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)  | 19,971  | 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 Security (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title        |
| Incentive Stock Option (right to buy)      | \$ 6.81  | 03/14/2007                           |  | A                              | 12,500  | 04/01/2007 <sup>(1)</sup>                                | 03/14/2017  | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 6.81  | 03/14/2007                           |  | A                              | 27,500  | 04/01/2007 <sup>(1)</sup>                                | 03/14/2017  | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 1.2   |                                      |  |                                |   | 07/10/2002 <sup>(2)</sup>                                | 07/10/2012  | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 1.2   |                                      |  |                                |   | 05/21/2003 <sup>(3)</sup>                                | 05/21/2013  | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 6.5   |                                      |  |                                |   | 04/08/2004 <sup>(4)</sup>                                | 03/08/2014  | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 6.59  |                                      |  |                                |   | 04/11/2005 <sup>(5)</sup>                                | 04/11/2015  | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 6.88  |                                      |  |                                |   | 01/07/2006 <sup>(6)</sup>                                | 12/15/2015  | Common Stock |
| Incentive Stock Option (right to buy)      | \$ 7.15  |                                      |  |                                |   | 03/01/2006 <sup>(7)</sup>                                | 03/01/2016  | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 6.88  |                                      |  |                                |   | 01/07/2006 <sup>(6)</sup>                                | 12/15/2015  | Common Stock |
| Non-Qualified Stock Option (right to buy)  | \$ 7.15  |                                      |  |                                |   | 03/01/2006 <sup>(7)</sup>                                | 03/01/2016  | Common Stock |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

TRAUTMAN JAY K  
280 EAST GRAND AVENUE  
SOUTH SAN FRANCISCO, CA 94080

VP,  
Research

## Signatures

Jay K. Trautman,                      03/16/2007  
Ph.D.

\_\_Signature of Reporting                      Date  
Person

## 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) When the ISO and NQ dated 03/14/2007 are combined for a total grant of 40,000 shares, the option shall vest and become exercisable as to 833 shares on 04/01/07 and the balance of 39,167 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
  - (2) This option is immediately exercisable upon grant and shall vest as to 15,625 shares on 06/03/03 and the balance of 46,875 divided into equal monthly installments thereafter such that the option shall be 100% vested on 06/03/06.
  - (3) This option is immediately exercisable upon grant and shall vest as to 573 shares on 04/01/03 and the balance of 26,927 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/07.
  - (4) This option shall vest and become exercisable as to 521 shares on 04/08/04 and the balance of 24,479 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/08/08.
  - (5) This option shall vest and become exercisable as to 30,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.
  - (6) When the ISO and NQ dated 12/15/05 are combined for a total grant of 65,000 shares, the option shall vest and become exercisable as to 65,000 shares divided into equal monthly installments such that the option shall be 100% vested on 12/07/2009.
  - (7) When the ISO and NQ dated 03/01/2006 are combined for a total grant of 40,000 shares, the option shall vest and become exercisable as to 40,000 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. 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.