

MORGANS DAVID J JR
Form 4
June 19, 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 *
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)
06/15/2007

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

SVP-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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/15/2007		M		5,000	A	\$ 1.2 50,000
Common Stock	06/15/2007		M		22,500	A	\$ 1.2 72,500
Common Stock	06/15/2007		S ⁽¹⁾		5,000	D	\$ 6.46 67,500

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 1.2	06/15/2007		M	5,000	07/10/2002 ⁽²⁾ 07/10/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 1.2	06/15/2007		M	22,500	05/21/2003 ⁽³⁾ 05/21/2013	Common Stock
Incentive Stock Option (right to buy)	\$ 6.5					04/08/2004 ⁽⁴⁾ 03/08/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 6.59					04/11/2005 ⁽⁵⁾ 04/11/2015	Common Stock
Incentive Stock Option (right to buy)	\$ 6.81					04/01/2007 ⁽⁶⁾ 03/14/2017	Common Stock
Incentive Stock Option (right to buy)	\$ 7.15					03/01/2006 ⁽⁷⁾ 03/01/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.59					04/11/2005 ⁽⁵⁾ 04/11/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.81					04/01/2007 ⁽⁶⁾ 03/14/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.15					03/01/2006 ⁽⁷⁾ 03/01/2016	Common Stock

