

WOLFF ANDREW A  
Form 4  
November 21, 2011

**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 \*  
WOLFF ANDREW A

(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)  
11/17/2011

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)  
SVP Clinical R&D, CMO

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) or (D)	10,000	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 (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	<u>(1)</u>	11/17/2011		A	175,000	<u>(2)</u>	<u>(2)</u>	Common Stock
Incentive Stock Option (right to buy)	\$ 1.57					03/31/2011 <sup>(3)</sup>	02/28/2021	Common Stock
Incentive Stock Option (right to buy)	\$ 1.85					03/26/2009 <sup>(4)</sup>	02/26/2019	Common Stock
Incentive Stock Option (right to buy)	\$ 3.08					03/24/2010 <sup>(5)</sup>	02/24/2020	Common Stock
Incentive Stock Option (right to buy)	\$ 3.37					03/29/2008 <sup>(6)</sup>	02/28/2018	Common Stock
Incentive Stock Option (right to buy)	\$ 6.59					04/11/2005 <sup>(7)</sup>	04/11/2015	Common Stock
Incentive Stock Option (right to buy)	\$ 6.81					04/01/2007 <sup>(8)</sup>	03/14/2017	Common Stock
Incentive Stock Option (right to buy)	\$ 7.15					03/01/2006 <sup>(9)</sup>	03/01/2016	Common Stock
Incentive Stock Option (right to buy)	\$ 9.91					09/20/2005 <sup>(10)</sup>	10/20/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.57					03/31/2011 <sup>(3)</sup>	02/28/2021	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.85					03/26/2009 <sup>(4)</sup>	02/26/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.08					03/24/2010 <sup>(5)</sup>	02/24/2020	Common Stock
	\$ 3.37					03/29/2008 <sup>(6)</sup>	02/28/2018	

Non-Qualified Stock Option (right to buy)				Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.59		04/11/2005 <sup>(7)</sup> 04/11/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.81		04/01/2007 <sup>(8)</sup> 03/14/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.15		03/01/2006 <sup>(9)</sup> 03/01/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.91		09/20/2005 <sup>(10)</sup> 10/20/2014	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLFF ANDREW A 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080			SVP Clinical R&D, CMO	

## Signatures

Andrew A. 11/21/2011  
Wolff, M.D.

\*\*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.
- (2) 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.  
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.
- (3) When the ISO and NQ dated 02/26/2009 are combined for a total grant of 130,000 shares, the option shall vest and become exercisable as to 2,708 shares on 03/26/09 and the balance of 127,292 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.
- (4) 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.
- (5)
- (6)

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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.

- (7) When the ISO and NQ dated 04/11/05 are combined for a total grant of 12,500 shares, the option shall vest and become exercisable as to 12,500 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.

- (8) When the ISO and NQ dated 03/14/2007 are combined for a total grant of 55,000 shares, the option shall vest and become exercisable as to 1,146 shares on 04/01/07 and the balance of 53,854 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.

- (9) 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.

- (10) When the ISO and NQ dated 10/20/04 are combined for a total grant of 110,000 shares, the option shall vest and become exercisable as to 27,500 shares on 09/20/05 and the balance of 82,500 divided into equal monthly installments thereafter such that the option shall be 100% vested on 09/20/08.

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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