

BARBARI SHARON SURREY
 Form 4
 March 07, 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)
 03/05/2012

____ 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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	19,127	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)	\$ 1.05	03/05/2012		A	58,665	04/05/2012 ⁽¹⁾	03/05/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.05	03/05/2012		A	116,335	04/05/2012 ⁽¹⁾	03/05/2022	Common Stock
Incentive Stock Option (right to buy)	\$ 1.57					03/31/2011 ⁽²⁾	02/28/2021	Common Stock
Incentive Stock Option (right to buy)	\$ 1.85					03/26/2009 ⁽³⁾	02/26/2019	Common Stock
Incentive Stock Option (right to buy)	\$ 3.08					03/24/2010 ⁽⁴⁾	02/24/2020	Common Stock
Incentive Stock Option (right to buy)	\$ 3.37					03/29/2008 ⁽⁵⁾	02/28/2018	Common Stock
Incentive Stock Option (right to buy)	\$ 6.59					04/11/2005 ⁽⁶⁾	04/11/2015	Common Stock
Incentive Stock Option (right to buy)	\$ 6.81					04/01/2007 ⁽⁷⁾	03/14/2017	Common Stock
Incentive Stock Option (right to buy)	\$ 7.15					03/01/2006 ⁽⁸⁾	03/01/2016	Common Stock
Incentive Stock Option (right to buy)	\$ 9.95					09/07/2005 ⁽⁹⁾	09/15/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.57					03/31/2011 ⁽²⁾	02/28/2021	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.85					03/26/2009 ⁽³⁾	02/26/2019	Common Stock

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- (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) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) Each restricted stock unit represents a contingent right to receive one share of CYTK common stock.
- (11) 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.

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.