

CYTOKINETICS INC

Form 4

February 16, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MORGANS DAVID J JR**

(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)  
02/15/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

SVP-Drug Discovery and Dev

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/15/2006		M		300 A \$ 1	20,300	D
Common Stock	02/15/2006		S <sup>(1)</sup>		300 D \$ 7.23	20,000	D
Common Stock	02/15/2006		M		100 A \$ 1	20,100	D
Common Stock	02/15/2006		S <sup>(1)</sup>		100 D \$ 7.2	20,000	D
Common Stock	02/15/2006		M		300 A \$ 1	20,300	D

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Common Stock	02/15/2006	S <sup>(1)</sup>	300	D	\$ 7.19	20,000	D
Common Stock	02/15/2006	M	4,300	A	\$ 1	24,300	D
Common Stock	02/15/2006	S <sup>(1)</sup>	4,300	D	\$ 7.18	20,000	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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 1	02/15/2006		M	300	03/14/2001 <sup>(2)</sup> 03/14/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 1	02/15/2006		M	100	03/14/2001 <sup>(2)</sup> 03/14/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 1	02/15/2006		M	300	03/14/2001 <sup>(2)</sup> 03/14/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 1	02/15/2006		M	4,300	03/14/2001 <sup>(2)</sup> 03/14/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 0.58					11/14/2000 <sup>(3)</sup> 11/14/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 1.2					07/10/2002 <sup>(4)</sup> 07/10/2012	Common Stock

Incentive Stock Option (right to buy)	\$ 1.2	05/21/2003 <sup>(5)</sup>	05/21/2013	Common Stock	5
Incentive Stock Option (right to buy)	\$ 6.5	04/08/2004 <sup>(6)</sup>	03/08/2014	Common Stock	3
Incentive Stock Option (right to buy)	\$ 6.59	04/11/2005 <sup>(7)</sup>	04/11/2015	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 6.59	04/11/2005 <sup>(7)</sup>	04/11/2015	Common Stock	1

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGANS DAVID J JR 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080			SVP-Drug Discovery and Dev	

## Signatures

David J. Morgans, Jr.  
Ph.D. 02/16/2006

\_\_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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 15, 2005.
  - (2) This option is immediately exercisable upon grant and shall vest as to 3,750 shares on 03/14/02 and the balance of 11,250 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/14/05.
  - (3) This option is immediately exercisable upon grant and shall vest as to 20,000 shares on 10/18/01 and the balance of 60,000 divided into equal monthly installments thereafter such that the option shall be 100% vested on 10/18/04.
  - (4) This option is immediately exercisable upon grant and shall vest as to 833 shares on 04/15/02 and the balance of 49,167 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/15/07.
  - (5) This option is immediately exercisable upon grant and shall vest as to 1,135 shares on 04/01/03 and the balance of 53,365 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/07.
  - (6) This option shall vest and become exercisable as to 708 shares on 04/08/04 and the balance of 33,292 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/08/08.
  - (7) When the ISO and NQ dated 04/11/05 are combined for a total grant of 50,000 shares, the option shall vest and become exercisable as to 50,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.

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.