

Cragg David  
Form 4  
March 07, 2013

**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 \*  
Cragg David

(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)  
03/05/2013

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 \_\_\_\_ Other (specify  
below) below)

SVP Human Resources

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 (D) Price			
Common Stock					57,331	D	

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  
displays a currently valid OMB control  
number.**

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 A Underlying S (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 1	03/05/2013		A	109,950			04/05/2013 <sup>(1)</sup>	03/05/2023	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1	03/05/2013		A	40,050			04/05/2013 <sup>(1)</sup>	03/05/2023	Common Stock
Incentive Stock Option (right to buy)	\$ 1.05							04/05/2012 <sup>(2)</sup>	03/05/2022	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)	\$ 6.81							04/01/2007 <sup>(7)</sup>	03/14/2017	Common Stock
Incentive Stock Option (right to buy)	\$ 7.15							03/01/2006 <sup>(8)</sup>	03/01/2016	Common Stock
Incentive Stock Option (right to buy)	\$ 9.52							02/01/2006 <sup>(9)</sup>	02/14/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.05							04/05/2012 <sup>(2)</sup>	03/05/2022	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
Non-Qualified Stock Option (right to buy)	\$ 3.37	03/29/2008 <sup>(6)</sup>	02/28/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.81	04/01/2007 <sup>(7)</sup>	03/14/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.15	03/01/2006 <sup>(8)</sup>	03/01/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.52	02/01/2006 <sup>(9)</sup>	02/14/2015	Common Stock
Restricted Stock Units	<u>(10)</u>	<u>(11)</u>	<u>(11)</u>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cragg David 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080			SVP Human Resources	

## Signatures

David W. Cragg                      03/07/2013

    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) When the ISO and NQ dated 03/05/2013 are combined for a total grant of 150,000 shares, the option shall vest and become exercisable as to 150,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/05/2017.
- (2) When the ISO and NQ dated 03/05/2012 are combined for a total grant of 90,000 shares, the option shall vest and become exercisable as to 1,875 shares on 04/05/2012 and the balance of 88,125 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/05/2016.
- (3) When the ISO and NQ dated 02/28/2011 are combined for a total grant of 100,000 shares, the option shall vest and become exercisable as to 2,083 shares on 03/31/2011 and the balance of 97,917 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/28/2015.

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- (4) When the ISO and NQ dated 02/26/2009 are combined for a total grant of 85,000 shares, the option shall vest and become exercisable as to 1,770 shares on 03/26/09 and the balance of 83,230 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.
- (5) When the ISO and NQ dated 02/24/2010 are combined for a total grant of 90,000 shares, the option shall vest and become exercisable as to 1,875 shares on 03/24/2010 and the balance of 88,125 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/24/2014.
- (6) When the ISO and NQ dated 02/29/2008 are combined for a total grant of 70,000 shares, the option shall vest and become exercisable as to 1,458 shares on 03/29/08 and the balance of 68,542 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 03/14/2007 are combined for a total grant of 50,000 shares, the option shall vest and become exercisable as to 1,042 shares on 04/01/07 and the balance of 48,958 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 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.
- (9) When the ISO and NQ dated 02/14/05 are combined for a total grant of 80,000 shares, the option shall vest and become exercisable as to 20,000 shares on 02/01/06 and the balance of 60,000 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/01/09.
- (10) Each restricted stock unit represents a contingent right to receive one share of CYTK common stock at a purchase price of \$0.001 per share which is the current par value of the 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.

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