

TRAUTMAN JAY K
Form 4
March 04, 2008

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 *
TRAUTMAN JAY K

(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)
02/29/2008

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)

VP, Discovery Research

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)	48,807	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)	\$ 3.37	02/29/2008		A	21,662	03/29/2008 ⁽¹⁾	02/28/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.37	02/29/2008		A	38,338	03/29/2008 ⁽¹⁾	02/28/2018	Common Stock
Incentive Stock Option (right to buy)	\$ 6.5					04/08/2004 ⁽²⁾	03/08/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 6.59					04/11/2005 ⁽³⁾	04/11/2015	Common Stock
Incentive Stock Option (right to buy)	\$ 6.81					04/01/2007 ⁽⁴⁾	03/14/2017	Common Stock
Incentive Stock Option (right to buy)	\$ 6.88					01/07/2006 ⁽⁵⁾	12/15/2015	Common Stock
Incentive Stock Option (right to buy)	\$ 7.15					03/01/2006 ⁽⁶⁾	03/01/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.81					04/01/2007 ⁽⁴⁾	03/14/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.88					01/07/2006 ⁽⁵⁾	12/15/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.15					03/01/2006 ⁽⁶⁾	03/01/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

TRAUTMAN JAY K
280 EAST GRAND AVENUE
SOUTH SAN FRANCISCO, CA 94080

VP, Discovery Research

Signatures

Jay K. Trautman, 03/03/2008
Ph.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) When the ISO and NQ dated 02/29/2008 are combined for a total grant of 60,000 shares, the option shall vest and become exercisable as to 1,250 shares on 03/29/08 and the balance of 58,750 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.
 - (2) This option shall vest and become exercisable as to 521 shares on 04/08/04 and the balance of 24,479 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/08/08.
 - (3) This option shall vest and become exercisable as to 30,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.
 - (4) When the ISO and NQ dated 03/14/2007 are combined for a total grant of 40,000 shares, the option shall vest and become exercisable as to 833 shares on 04/01/07 and the balance of 39,167 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
 - (5) When the ISO and NQ dated 12/15/05 are combined for a total grant of 65,000 shares, the option shall vest and become exercisable as to 65,000 shares divided into equal monthly installments such that the option shall be 100% vested on 12/07/2009.
 - (6) 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.

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.