

BARBARI SHARON SURREY

Form 4

February 26, 2010

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARBARI SHARON SURREY

(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)
02/24/2010

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)

EVP, Finance & CFO

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)
				(A) or (D)			
				Code V Amount (D) Price			
Common Stock					14,127	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 Ar Underlying Se (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar Underlying Sec
Incentive Stock Option (right to buy)	\$ 3.08	02/24/2010		A		38,581		03/24/2010 ⁽¹⁾	02/24/2020	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 3.08	02/24/2010		A		96,419		03/24/2010 ⁽¹⁾	02/24/2020	Common Stock	
Incentive Stock Option (right to buy)	\$ 1.85							03/26/2009 ⁽²⁾	02/26/2019	Common Stock	
Incentive Stock Option (right to buy)	\$ 3.37							03/29/2008 ⁽³⁾	02/28/2018	Common Stock	
Incentive Stock Option (right to buy)	\$ 6.59							04/11/2005 ⁽⁴⁾	04/11/2015	Common Stock	
Incentive Stock Option (right to buy)	\$ 6.81							04/01/2007 ⁽⁵⁾	03/14/2017	Common Stock	
Incentive Stock Option (right to buy)	\$ 7.15							03/01/2006 ⁽⁶⁾	03/01/2016	Common Stock	
Incentive Stock Option (right to buy)	\$ 9.95							09/07/2005 ⁽⁷⁾	09/15/2014	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 1.85							03/26/2009 ⁽²⁾	02/26/2019	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 3.37							03/29/2008 ⁽³⁾	02/28/2018	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 6.59							04/11/2005 ⁽⁴⁾	04/11/2015	Common Stock	
Non-Qualified Stock Option	\$ 6.81							04/01/2007 ⁽⁵⁾	03/14/2017	Common Stock	

(right to buy)

Non-Qualified

Stock Option \$ 7.15

(right to buy)

03/01/2006⁽⁶⁾ 03/01/2016Common
Stock

Non-Qualified

Stock Option \$ 9.95

(right to buy)

09/07/2005⁽⁷⁾ 09/15/2014Common
Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BARBARI SHARON SURREY
280 EAST GRAND AVENUE
SOUTH SAN FRANCISCO, CA 94080

EVP, Finance & CFO

Signatures

Sharon Barbari

02/26/2010

**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 02/24/2010 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.

(2) When the ISO and NQ dated 02/26/2009 are combined for a total grant of 150,000 shares, the option shall vest and become exercisable as to 3,125 shares on 03/26/09 and the balance of 146,875 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.

(3) 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.

(4) 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.

(5) 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.

(6) 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.

(7) 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.

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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