

SPUDICH JAMES A
Form 4
January 04, 2011

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 *
SPUDICH JAMES A

(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)
01/03/2011

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common Stock | | | Code V | Amount (D) Price | 180,600 | 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 |
| Non-Qualified Stock Option (right to buy) | \$ 2.16 | 01/03/2011 | | A | 23,148 | | | 02/03/2011 ⁽¹⁾ | 01/03/2021 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 1.2 | | | | | | | 07/10/2002 ⁽³⁾ | 07/10/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 1.85 | | | | | | | 06/21/2009 ⁽⁴⁾ | 05/21/2019 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 2.81 | | | | | | | 06/20/2010 ⁽⁵⁾ | 05/20/2020 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 2.85 | | | | | | | 02/02/2009 ⁽⁶⁾ | 01/02/2019 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 3.11 | | | | | | | 02/04/2010 ⁽⁷⁾ | 01/04/2020 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 3.73 | | | | | | | 08/01/2008 ⁽⁸⁾ | 07/01/2018 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 3.83 | | | | | | | 06/22/2008 ⁽⁹⁾ | 05/22/2018 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 5.55 | | | | | | | 05/19/2005 | 05/19/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 6.55 | | | | | | | 05/24/2007 | 05/24/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 7.29 | | | | | | | 05/25/2006 | 05/25/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SPUDICH JAMES A 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080 | | X | | |

Signatures

By: Sharon Barbari For: James A. Spudich,
Ph.D.

01/04/2011

__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) This option shall vest and become exercisable as to 23,148 shares divided into equal monthly installments such that the option shall be 100% vested on January 3, 2012.
- (2) This option was issued to the reporting person pursuant to the Cytokinetics 2004 Equity Incentive Plan in lieu of an annual retainer of \$20,000.
- (3) This option is immediately exercisable upon grant and shall vest as to 417 shares on 06/01/02 and the balance of 9,583 divided into equal monthly installments thereafter such that the option shall be 100% vested on 05/01/04.
- (4) This option shall vest and become exercisable as to 15,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 21, 2010.
- (5) This option shall vest and become exercisable as to 20,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 20, 2011.
- (6) This option shall vest and become exercisable as to 17,543 shares divided into equal monthly installments such that the option shall be 100% vested on January 2, 2010.
- (7) This option shall vest and become exercisable as to 16,077 shares divided into equal monthly installments such that the option shall be 100% vested on January 4, 2011.
- (8) This option shall vest and become exercisable as to 6,702 shares divided into equal monthly installments such that the option shall be 100% vested on January 1, 2009.
- (9) This option shall vest and become exercisable as to 15,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 22, 2009.

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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