

Morgan Bradley Paul
 Form 4
 September 01, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Morgan Bradley Paul

2. Issuer Name and Ticker or Trading Symbol
 CYTOKINETICS INC [CYTK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 280 EAST GRAND AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/31/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP Drug Discovery & Early Dev

SOUTH SAN FRANCISCO, CA 94080

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				Code V	Amount	(A) or (D)	Price
Common Stock	08/31/2017		M ⁽¹⁾		16,666	A	\$ 6.67
Common Stock	08/31/2017		S ⁽²⁾		16,666	D	\$ 15
Common Stock	08/31/2017		M ⁽¹⁾		15,206	A	\$ 7.96
Common Stock	08/31/2017		S ⁽²⁾		15,206	D	\$ 15
Common Stock	08/31/2017		M ⁽¹⁾		2,294	A	\$ 7.96

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Common Stock	08/31/2017	<u>S</u> (2)	2,294	D	\$ 15	46,441	D
Common Stock	08/31/2017	<u>M</u> (1)	11,552	A	\$ 9.65	57,993	D
Common Stock	08/31/2017	<u>S</u> (2)	11,552	D	\$ 15	46,441	D
Common Stock	08/31/2017	<u>M</u> (1)	13,448	A	\$ 9.65	59,889	D
Common Stock	08/31/2017	<u>S</u> (2)	13,448	D	\$ 15	46,441	D
Common Stock	08/31/2017	<u>M</u> (1)	3,795	A	\$ 6	50,236	D
Common Stock	08/31/2017	<u>S</u> (2)	3,795	D	\$ 15	46,441	D
Common Stock	08/31/2017	<u>M</u> (1)	21,204	A	\$ 6	67,645	D
Common Stock	08/31/2017	<u>S</u> (2)	21,204	D	\$ 15	46,441	D
Common Stock	08/31/2017	<u>M</u> (1)	1,079	A	\$ 6.3	47,520	D
Common Stock	08/31/2017	<u>S</u> (2)	1,079	D	\$ 15	46,441	D
Common Stock	08/31/2017	<u>M</u> (1)	13,920	A	\$ 6.3	60,361	D
Common Stock	08/31/2017	<u>S</u> (2)	13,920	D	\$ 15	46,441	D
Common Stock	08/31/2017	<u>M</u> (1)	617	A	\$ 9.42	47,058	D
Common Stock	08/31/2017	<u>S</u> (2)	617	D	\$ 15	46,441	D
Common Stock	08/31/2017	<u>M</u> (1)	11,883	A	\$ 9.42	58,324	D
Common Stock	08/31/2017	<u>S</u> (2)	11,883	D	\$ 15	46,441	D
Common Stock	08/31/2017	<u>M</u> (1)	694	A	\$ 11.1	47,135	D
Common Stock	08/31/2017	<u>S</u> (2)	694	D	\$ 15	46,441	D
Common Stock	08/31/2017	<u>M</u> (1)	2,639	A	\$ 11.1	49,080	D
	08/31/2017	<u>S</u> (2)	2,639	D	\$ 15	46,441	D

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Common Stock							
Common Stock	08/31/2017		M ⁽¹⁾	695	A	\$ 11.1	47,136 D
Common Stock	08/31/2017		S ⁽²⁾	695	D	\$ 15	46,441 D
Common Stock	08/31/2017		M ⁽¹⁾	2,638	A	\$ 11.1	49,079 D
Common Stock	08/31/2017		S ⁽²⁾	2,638	D	\$ 15	46,441 D

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

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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	Am or Num of S
Incentive Stock Option (right to buy)	\$ 6	08/31/2017		M	21,204	04/05/2013	03/05/2023	Common Stock	21
Incentive Stock Option (right to buy)	\$ 6.3	08/31/2017		M	13,920	04/05/2012	03/05/2022	Common Stock	13
Incentive Stock Option (right to buy)	\$ 7.96	08/31/2017		M	2,294	03/26/2015	02/26/2025	Common Stock	2,
Incentive Stock Option (right to buy)	\$ 9.42	08/31/2017		M	11,883	03/28/2011	02/28/2021	Common Stock	11
Incentive Stock Option (right to buy)	\$ 9.65	08/31/2017		M	13,448	03/24/2014	02/24/2024	Common Stock	13

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Incentive Stock Option (right to buy)	\$ 11.1	08/31/2017	M	2,639	03/26/2009	02/26/2019	Common Stock	2,
Incentive Stock Option (right to buy)	\$ 11.1	08/31/2017	M	2,638	03/26/2009	02/26/2019	Common Stock	2,
Non-Qualified Stock Option (right to buy)	\$ 6	08/31/2017	M	3,795	04/05/2013	03/05/2023	Common Stock	3,
Non-Qualified Stock Option (right to buy)	\$ 6.3	08/31/2017	M	1,079	04/05/2012	03/05/2022	Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 6.67	08/31/2017	M	16,666	03/23/2016	02/23/2026	Common Stock	16
Non-Qualified Stock Option (right to buy)	\$ 7.96	08/31/2017	M	15,206	03/26/2015	02/26/2025	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 9.42	08/31/2017	M	617	03/28/2011	02/28/2021	Common Stock	6
Non-Qualified Stock Option (right to buy)	\$ 9.65	08/31/2017	M	11,552	03/24/2014	02/24/2024	Common Stock	11
Non-Qualified Stock Option (right to buy)	\$ 11.1	08/31/2017	M	694	03/26/2009	02/26/2019	Common Stock	6
Non-Qualified Stock Option (right to buy)	\$ 11.1	08/31/2017	M	695	03/26/2009	02/26/2019	Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morgan Bradley Paul 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080			SVP Drug Discovery & Early Dev	

Signatures

Bradley Morgan 09/01/2017
 **Signature of Date
 Reporting Person

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 exercise(s) reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 30, 2017.
- (2) The sale(s) reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 30, 2017.

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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