

Sabry James H
 Form 4
 February 09, 2006

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 *
 Sabry James H

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/08/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

(Street)
 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 or Price (A) or (D) | | |
| Common Stock | 02/08/2006 | | M | | 3,886 \$ 0.58 | D | |
| Common Stock | 02/08/2006 | | S ⁽¹⁾ | | 3,886 \$ 7.2 | D | |
| Common Stock | 02/08/2006 | | M | | 100 \$ 0.58 | D | |
| Common Stock | 02/08/2006 | | S ⁽¹⁾ | | 100 \$ 7.21 | D | |
| Common Stock | 02/08/2006 | | M | | 3,014 \$ 0.58 | D | |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|---------|---------|---|----------|
| Common Stock | 02/08/2006 | S ⁽¹⁾ | 3,014 | D | \$ 7.57 | 0 | D | |
| Common Stock | | | | | | 210,000 | I | by Trust |

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)

| 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 |
| Non-Qualified Stock Option (right to buy) | \$ 0.58 | 02/08/2006 | | M | 3,886 | 11/14/2000 ⁽²⁾ 11/14/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 0.58 | 02/08/2006 | | M | 100 | 11/14/2000 ⁽²⁾ 11/14/2010 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 0.58 | 02/08/2006 | | M | 3,014 | 11/14/2000 ⁽²⁾ 11/14/2010 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 0.58 | | | | | 09/28/1999 ⁽³⁾ 09/28/2009 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 0.58 | | | | | 11/14/2000 ⁽²⁾ 11/14/2010 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 1.2 | | | | | 07/10/2002 ⁽⁴⁾ 07/10/2012 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 1.2 | | | | | 05/21/2003 ⁽⁵⁾ 05/21/2013 | Common Stock |

| | | | | |
|---|---------|---------------------------|------------|--------------|
| Incentive Stock Option (right to buy) | \$ 6.5 | 04/08/2004 ⁽⁶⁾ | 03/08/2014 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 6.59 | 04/11/2005 ⁽⁷⁾ | 04/11/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 1.2 | 07/10/2002 ⁽⁴⁾ | 07/10/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 6.5 | 04/08/2004 ⁽⁶⁾ | 03/08/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 6.59 | 04/11/2005 ⁽⁷⁾ | 04/11/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sabry James H 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080 | X | | President and CEO | |

Signatures

James H. Sabry, M.D.,
Ph.D. 02/09/2006

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 8, 2005.
When the ISO and NQ dated 11/14/00 are combined for a total grant of 250,000 shares, the option is immediately exercisable upon grant and shall vest as to 4,167 shares on 12/14/00 and the balance of 245,833 divided into equal monthly installments thereafter such that the option shall be 100% vested on 11/14/05.
 - (2) This option is immediately exercisable upon grant and shall vest as to 15,625 shares on 05/01/99 and the balance of 46,875 divided into equal monthly installments thereafter such that the option shall be 100% vested on 05/01/02.
When the ISO and NQ dated 07/10/02 are combined for a total grant of 300,000 shares, the option is immediately exercisable upon grant and shall vest as to 5,000 shares on 04/15/02 and the balance of 295,000 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/15/07.
 - (3) This option is immediately exercisable upon grant and shall vest as to 1,563 shares on 04/01/03 and the balance of 73,437 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/07.
 - (4) When the ISO and NQ dated 03/08/04 are combined for a total grant of 86,500 shares, the option shall vest and become exercisable as to 1,802 shares on 04/08/04 and the balance of 84,698 divided into equal monthly installments thereafter such that the option shall be 100% vested on 04/08/04.

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vested on 03/08/08.

- (7) When the ISO and NQ dated 04/11/05 are combined for a total grant of 85,000 shares, the option shall vest and become exercisable as to 85,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.

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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