#### MORGANS DAVID J JR

Form 4

February 04, 2009

# FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*\*
MORGANS DAVID J JR

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CYTOKINETICS INC [CYTK]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

02/02/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner \_\_\_\_ X\_\_ Officer (give title \_\_\_\_\_ Other (specify

280 EAST GRAND AVENUE

(Street)

4. If Amendment, Date Original

EVP-Preclinical R&D

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

Person

below)

SOUTH SAN FRANCISCO, CA 94080

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y 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. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/02/2009		S(1)	100	D	\$ 2.07	69,400	D	
Common Stock	02/02/2009		S <u>(1)</u>	400	D	\$ 2.1067	69,000	D	
Common Stock	02/02/2009		S <u>(1)</u>	400	D	\$ 2.1099	68,600	D	
Common Stock	02/02/2009		S <u>(1)</u>	500	D	\$ 2.13	68,100	D	
Common Stock	02/02/2009		S <u>(1)</u>	500	D	\$ 2.15	67,600	D	

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Common Stock	02/02/2009	S(1)	300	D	\$ 2.1522	67,300	D
Common Stock	02/02/2009	S(1)	1,050	D	\$ 2.16	66,250	D
Common Stock	02/02/2009	S <u>(1)</u>	300	D	\$ 2.1633	65,950	D
Common Stock	02/02/2009	S <u>(1)</u>	950	D	\$ 2.17	65,000	D
Common Stock	02/02/2009	S(1)	500	D	\$ 2.19	64,500	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)

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year	. Date Exercisable and Expiration Date Month/Day/Year)		Amount Securitie 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Incentive Stock Option (right to buy)	\$ 3.37					03/29/2008(2)	02/28/2018	Common Stock	27,7
Incentive Stock Option (right to buy)	\$ 6.5					04/08/2004(3)	03/08/2014	Common Stock	34,0
Incentive Stock Option (right to buy)	\$ 6.59					04/11/2005(4)	04/11/2015	Common Stock	35,9
Incentive Stock Option (right to buy)	\$ 6.81					04/01/2007(5)	03/14/2017	Common Stock	14,8
Incentive Stock Option	\$ 7.15					03/01/2006(6)	03/01/2016	Common Stock	15,3

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(right to buy)					
Non-Qualified Stock Option (right to buy)	\$ 3.37	03/29/2008(2)	02/28/2018	Common Stock	122,2
Non-Qualified Stock Option (right to buy)	\$ 6.59	04/11/2005(4)	04/11/2015	Common Stock	14,0
Non-Qualified Stock Option (right to buy)	\$ 6.81	04/01/2007(5)	03/14/2017	Common Stock	50,1
Non-Qualified Stock Option (right to buy)	\$ 7.15	03/01/2006(6)	03/01/2016	Common Stock	44,6

# **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director

MORGANS DAVID J JR 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080

EVP-Preclinical R&D

# **Signatures**

David J. Morgans, Jr.,

Ph.D. 02/04/2009 Date

\*\*Signature of Reporting

### **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).
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 30, **(1)**
- When the ISO and NQ dated 02/29/2008 are combined for a total grant of 150,000 shares, the option shall vest and become exercisable as to 3,125 shares on 03/29/08 and the balance of 146,875 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.
- This option shall vest and become exercisable as to 708 shares on 04/08/04 and the balance of 33,292 divided into equal monthly (3)installments thereafter such that the option shall be 100% vested on 03/08/08.
- When the ISO and NQ dated 04/11/05 are combined for a total grant of 50,000 shares, the option shall vest and become exercisable as to 50,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.
- When the ISO and NQ dated 03/14/2007 are combined for a total grant of 65,000 shares, the option shall vest and become exercisable as (5) to 1,354 shares on 04/01/07 and the balance of 63,646 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
- 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.

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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