Edgar Filing: HENDERSON JOHN T - Form 4

| Form 4 | ON JOHN T | | | | | | | | | | |
|--|--|---|---------------------------------|--|--|---|---|------------------|--------------------------|--|--|
| February 20, | 2009 | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | NT. | OMB APPROVAL | | |
| Washington, D.C. 20549 | | | | | | | | N OMB Number: | 3235-0287 January 31, | | |
| Check th if no long | TOP. | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF | | | | | | | | | |
| subject to Section 1 Form 4 o Form 5 | 6. r | | SECU | Estimated burden hou response | irs per | | | | | | |
| Form 5 obligations may continue. See Instruction 1(b). 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 I | Responses) | | | | | | | | | | |
| 1. Name and A HENDERS | 2. Issuer Name and Ticker or Trading Symbol CYTOKINETICS INC [CYTK] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction | | | | (Check all applicable) | | | | |
| 280 EAST GRAND AVENUE | | | 02/19/2009 | | | XDirector Officer (giv below) | ve title 10% Owner Other (specify below) | | | | |
| | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | | | |
| SOUTH SA FRANCISC | N 20, CA 94080 | | | | | | Person | More than One R | eporting | | |
| (City) | (State) | (Zip) | Tab | ole I - Non- | Derivativo | e Securities A | Acquired, Disposed | of, or Beneficia | lly Owned | | |
| 1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution D any (Month/Day/Year) | | Date, if TransactionAcquired (A) or Code Disposed of (D) | | Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | | |
| | | | | | Amount | (D) Price | | | | | |
| Reminder: Rep | ort on a separate line | e for each cl | ass of sec | urities bene | - | - | - | ation of | | | |
| | | | | | infor requi | mation con red to resp ays a curre | spond to the colle tained in this forn ond unless the fo ntly valid OMB co | n are not rm | 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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Ar |
|-------------|-------------|---------------------|--------------------|------------|--------------|-------------------------|------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | orDerivative | Expiration Date | Underlying Se |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | |
|---|------------------------------------|------------|------------------|------------|--|-----|-----------------------|--------------------|-----------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 1.95 | 02/19/2009 | | А | 30,000 | | 03/19/2009 <u>(1)</u> | 02/19/2019 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|------------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| HENDERSON JOHN T 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080 | Х | | | | | |
| Signatures | | | | | | |
| By: Sharon Barbari For: John T. Henderson | (|)2/20/2009 | | | | |
| ** 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 833 shares on 03/19/09 and the balance of 29,167 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/19/12.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.