MORGANS DAVID J JR

Form 4 March 03, 2009

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 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

1(b).

(Last)

(Print or Type Responses)

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

(First) (Middle)

280 EAST GRAND AVENUE

(Street)

2. Issuer Name and Ticker or Trading Symbol

CYTOKINETICS INC [CYTK]

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

03/02/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below)

EVP-Preclinical R&D

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

SOUTH SAN FRANCISCO, CA 94080

(City)	(State) (2	Zip) Tabl e	e I - Non-D	erivative	Secur	ities Aco	quired, Disposed	of, or Beneficial	lly 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)	Fransaction(A) or Disposed of Code (D)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	03/02/2009		S(1)	200	D	\$ 1.52	64,300	D	
Common Stock	03/02/2009		S <u>(1)</u>	3,700	D	\$ 1.54	60,600	D	
Common Stock	03/02/2009		S <u>(1)</u>	900	D	\$ 1.55	59,700	D	
Common Stock	03/02/2009		S <u>(1)</u>	100	D	\$ 1.58	59,600	D	
Common Stock	03/02/2009		S <u>(1)</u>	100	D	\$ 1.61	59,500	D	

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year e			7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares	
Incentive Stock Option (right to buy)	\$ 1.85					03/26/2009(2)	02/26/2019	Common Stock	43,7	
Incentive Stock Option (right to buy)	\$ 3.37					03/29/2008(3)	02/28/2018	Common Stock	27,7	
Incentive Stock Option (right to buy)	\$ 6.5					04/08/2004(4)	03/08/2014	Common Stock	34,0	
Incentive Stock Option (right to buy)	\$ 6.59					04/11/2005(5)	04/11/2015	Common Stock	35,9	
Incentive Stock Option (right to buy)	\$ 6.81					04/01/2007(6)	03/14/2017	Common Stock	14,8	
Incentive Stock Option (right to buy)	\$ 7.15					03/01/2006(7)	03/01/2016	Common Stock	15,3	
Non-Qualified Stock Option (right to buy)	\$ 1.85					03/26/2009(2)	02/26/2019	Common Stock	106,2	
Non-Qualified Stock Option (right to buy)	\$ 3.37					03/29/2008(3)	02/28/2018	Common Stock	122,2	
	\$ 6.59					04/11/2005(5)	04/11/2015		14,0	

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Non-Qualified Stock Option (right to buy)				Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 6.81	04/01/2007(6)	03/14/2017	Common Stock	50,1
Non-Qualified Stock Option	\$ 7.15	03/01/2006(7)	03/01/2016	Common Stock	44,6

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

EVP-Preclinical R&D

Signatures

David J. Morgans, Jr. 03/03/2009 Ph.D.

**Signature of Reporting Date
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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 30, 2008
- When the ISO and NQ dated 02/26/2009 are combined for a total grant of 150,000 shares, the option shall vest and become exercisable as (2) to 3,125 shares on 03/26/09 and the balance of 146,875 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.
- 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 (3) 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.
- (4) 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 installments thereafter such that the option shall be 100% vested on 03/08/08.
- (5) 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 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.
- (7) 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. 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.

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