#### HENDERSON JOHN T

Form 4 May 22, 2009

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(City)

Common

Stock

1. Name and Address of Reporting Person \* HENDERSON JOHN T

(First)

(State)

280 EAST GRAND AVENUE

2. Issuer Name and Ticker or Trading Symbol

CYTOKINETICS INC [CYTK]

3. Date of Earliest Transaction

(Month/Day/Year) 05/21/2009

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

#### **SOUTH SAN** FRANCISCO, CA 94080

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

1,500 D

(A)

or

Common 500 I by Spouse Stock

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

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(9-02)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Non-Qualified Stock Option (right to buy)	\$ 1.85	05/21/2009		A	15,000	06/21/2009(1)	05/21/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.75					05/01/2009(2)	04/01/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.95					03/19/2009(3)	02/19/2019	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
HENDERSON JOHN T					
280 EAST GRAND AVENUE	X				
SOUTH SAN FRANCISCO, CA 94080					

## **Signatures**

By: Sharon Barbari For: John T.
Henderson
05/22/2009

\*\*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 15,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 21, 2010.
- (2) This option shall vest and become exercisable as to 21,428 shares divided into equal monthly installments such that the option shall be 100% vested on January 1, 2010.
- (3) 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.

Reporting Owners 2

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