

MORGANS DAVID J JR
 Form 4
 September 22, 2009

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 *
 MORGANS DAVID J JR

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)
 09/21/2009

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

EVP-Preclinical R&D

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 09/21/2009 | | S ⁽¹⁾ | 300 D \$ 4.6901 | 59,200 | D | |
| Common Stock | 09/21/2009 | | S ⁽¹⁾ | 1,400 D \$ 4.7301 | 57,800 | D | |
| Common Stock | 09/21/2009 | | S ⁽¹⁾ | 300 D \$ 4.74 | 57,500 | D | |
| Common Stock | 09/21/2009 | | S ⁽¹⁾ | 400 D \$ 4.75 | 57,100 | D | |
| Common Stock | 09/21/2009 | | S ⁽¹⁾ | 500 D \$ 4.7501 | 56,600 | D | |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|-----------|--------|---|
| Common Stock | 09/21/2009 | S ⁽¹⁾ | 1,200 | D | \$ 4.7601 | 55,400 | D |
| Common Stock | 09/21/2009 | S ⁽¹⁾ | 300 | D | \$ 4.762 | 55,100 | D |
| Common Stock | 09/21/2009 | S ⁽¹⁾ | 100 | D | \$ 4.77 | 55,000 | D |
| Common Stock | 09/21/2009 | S ⁽¹⁾ | 400 | D | \$ 4.7701 | 54,600 | D |
| Common Stock | 09/21/2009 | S ⁽¹⁾ | 100 | D | \$ 4.7801 | 54,500 | D |
| Common Stock | 09/21/2009 | S ⁽¹⁾ | 2,500 | D | \$ 5 | 52,000 | D |

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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of 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 | 106,3 |
| Non-Qualified Stock Option (right to buy) | \$ 3.37 | 03/29/2008 ⁽³⁾ | 02/28/2018 | Common Stock | 122,3 |
| Non-Qualified Stock Option (right to buy) | \$ 6.59 | 04/11/2005 ⁽⁵⁾ | 04/11/2015 | Common Stock | 14,0 |
| Non-Qualified Stock Option (right to buy) | \$ 6.81 | 04/01/2007 ⁽⁶⁾ | 03/14/2017 | Common Stock | 50,1 |
| Non-Qualified Stock Option (right to buy) | \$ 7.15 | 03/01/2006 ⁽⁷⁾ | 03/01/2016 | Common Stock | 44,6 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | 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.,
Ph.D. 09/22/2009

**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) 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.
- (3)

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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.

- (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.
- (6) 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.