

Malik Fady Ibrahim  
 Form 3  
 June 08, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Malik Fady Ibrahim</p> <p>(Last) (First) (Middle)</p> <p>280 EAST GRAND AVENUE</p> <p>(Street)</p> <p>SOUTH SAN FRANCISCO, CA 94080</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/01/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CYTOKINETICS INC [CYTK]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  SVP Research &amp; Early Dev</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	33,632	D	^

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Incentive Stock Option (right to buy)	04/05/2012 <sup>(1)</sup>	03/05/2022	Common Stock	136,434	\$ 1.05	D	Â
Incentive Stock Option (right to buy)	03/31/2011 <sup>(2)</sup>	02/28/2021	Common Stock	71,298	\$ 1.57	D	Â
Incentive Stock Option (right to buy)	03/26/2009 <sup>(3)</sup>	02/26/2019	Common Stock	31,669	\$ 1.85	D	Â
Incentive Stock Option (right to buy)	03/24/2010 <sup>(4)</sup>	02/24/2020	Common Stock	44,954	\$ 3.08	D	Â
Incentive Stock Option (right to buy)	03/29/2008 <sup>(5)</sup>	02/28/2018	Common Stock	10,395	\$ 3.37	D	Â
Incentive Stock Option (right to buy)	03/01/2004 <sup>(6)</sup>	03/04/2014	Common Stock	12,500	\$ 6.5	D	Â
Incentive Stock Option (right to buy)	04/01/2007 <sup>(7)</sup>	03/14/2017	Common Stock	17,722	\$ 6.81	D	Â
Incentive Stock Option (right to buy)	04/01/2006 <sup>(8)</sup>	03/15/2016	Common Stock	35,000	\$ 7.04	D	Â
Incentive Stock Option (right to buy)	04/01/2005 <sup>(9)</sup>	03/23/2015	Common Stock	9,000	\$ 7.1	D	Â
Non-Qualified Stock Option (right to buy)	04/05/2012 <sup>(1)</sup>	03/05/2022	Common Stock	38,566	\$ 1.05	D	Â
Non-Qualified Stock Option (right to buy)	03/31/2011 <sup>(2)</sup>	02/28/2021	Common Stock	3,702	\$ 1.57	D	Â
Non-Qualified Stock Option (right to buy)	03/26/2009 <sup>(3)</sup>	02/26/2019	Common Stock	8,331	\$ 1.85	D	Â
Non-Qualified Stock Option (right to buy)	03/24/2010 <sup>(4)</sup>	02/24/2020	Common Stock	5,046	\$ 3.08	D	Â
Non-Qualified Stock Option (right to buy)	03/29/2008 <sup>(5)</sup>	02/28/2018	Common Stock	8,415	\$ 3.37	D	Â
Non-Qualified Stock Option (right to buy)	04/01/2007 <sup>(7)</sup>	03/14/2017	Common Stock	2,078	\$ 6.81	D	Â
Restricted Stock Units	Â <sup>(10)</sup>	Â <sup>(10)</sup>	Common Stock	175,000	\$ <sup>(11)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Malik Fady Ibrahim 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080	Â	Â	Â SVP Research & Early Dev	Â

## Signatures

Fady I. Malik, M.D.,  
Ph.D.

06/07/2012

\_\_Signature of Reporting  
Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) When the ISO and NQ dated 03/05/2012 are combined for a total grant of 175,000 shares, the option shall vest and become exercisable as to 3,645 shares on 04/05/2012 and the balance of 171,355 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/05/2016.

(2) When the ISO and NQ dated 02/28/2011 are combined for a total grant of 75,000 shares, the option shall vest and become exercisable as to 1,562 shares on 03/31/2011 and the balance of 73,438 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/28/2015.

(3) When the ISO and NQ dated 02/26/2009 are combined for a total grant of 40,000 shares, the option shall vest and become exercisable as to 833 shares on 03/26/09 and the balance of 39,167 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.

(4) When the ISO and NQ dated 02/24/2010 are combined for a total grant of 50,000 shares, the option shall vest and become exercisable as to 1,041 shares on 03/24/2010 and the balance of 48,959 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/24/2014.

(5) When the ISO and NQ dated 02/29/2008 are combined for a total grant of 18,810 shares, the option shall vest and become exercisable as to 391 shares on 03/29/08 and the balance of 18,419 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.

(6) This option is immediately exercisable upon grant and shall vest as to 260 shares on 04/01/04 and the balance of 12,240 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/08.

(7) When the ISO and NQ dated 03/14/2007 are combined for a total grant of 19,800 shares, the option shall vest and become exercisable as to 412 shares on 04/01/07 and the balance of 19,388 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.

(8) This option shall vest and become exercisable as to 729 shares on 04/01/06 and the balance of 34,271 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/10.

(9) This option shall vest and become exercisable as to 187 shares on 04/01/05 and the balance of 8,813 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/09.

(10) The restricted stock units vest in two equal annual installments. Vested shares will be delivered to the reporting person on 9/4/2012 and 9/3/2013.

(11) Each restricted stock unit represents a contingent right to receive one share of CYTK common stock.

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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