

Malik Fady Ibrahim
 Form 4
 September 05, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Malik Fady Ibrahim

(Last) (First) (Middle)

280 EAST GRAND AVENUE

(Street)

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CYTOKINETICS INC [CYTK]

3. Date of Earliest Transaction (Month/Day/Year)
 09/04/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 SVP Research & Early Dev

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

| 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) | Price | | |
| Common Stock | 09/04/2012 | | M | 87,500 | A | 121,132 | D |
| Common Stock | 09/04/2012 | | F(2) | 32,052 | D | \$ 89,080 | D |

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

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SEC 1474 (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. 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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | <u>(1)</u> | 09/04/2012 | | M | 87,500 | <u>(3)</u> | <u>(3)</u> | Common Stock |
| Incentive Stock Option (right to buy) | \$ 1.05 | | | | | 04/05/2012 ⁽⁴⁾ | 03/05/2022 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 1.57 | | | | | 03/31/2011 ⁽⁵⁾ | 02/28/2021 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 1.85 | | | | | 03/26/2009 ⁽⁶⁾ | 02/26/2019 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 3.08 | | | | | 03/24/2010 ⁽⁷⁾ | 02/24/2020 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 3.37 | | | | | 03/29/2008 ⁽⁸⁾ | 02/28/2018 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 6.5 | | | | | 03/01/2004 ⁽⁹⁾ | 03/04/2014 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 6.81 | | | | | 04/01/2007 ⁽¹⁰⁾ | 03/14/2017 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 7.04 | | | | | 04/01/2006 ⁽¹¹⁾ | 03/15/2016 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 7.1 | | | | | 04/01/2005 ⁽¹²⁾ | 03/23/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 1.05 | | | | | 04/05/2012 ⁽⁴⁾ | 03/05/2022 | Common Stock |
| | \$ 1.57 | | | | | 03/31/2011 ⁽⁵⁾ | 02/28/2021 | |

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100% vested on 02/26/13.

(7) 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.

(8) 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.

(9) 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.

(10) 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.

(11) 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.

(12) 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.

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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