

WOLFF ANDREW A
Form 4
November 21, 2011

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 *
WOLFF ANDREW A

(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)
11/17/2011

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 Clinical R&D, CMO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 10,000 | 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | <u>(1)</u> | 11/17/2011 | | A | 175,000 | <u>(2)</u> | <u>(2)</u> | Common Stock |
| Incentive Stock Option (right to buy) | \$ 1.57 | | | | | 03/31/2011 ⁽³⁾ | 02/28/2021 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 1.85 | | | | | 03/26/2009 ⁽⁴⁾ | 02/26/2019 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 3.08 | | | | | 03/24/2010 ⁽⁵⁾ | 02/24/2020 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 3.37 | | | | | 03/29/2008 ⁽⁶⁾ | 02/28/2018 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 6.59 | | | | | 04/11/2005 ⁽⁷⁾ | 04/11/2015 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 6.81 | | | | | 04/01/2007 ⁽⁸⁾ | 03/14/2017 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 7.15 | | | | | 03/01/2006 ⁽⁹⁾ | 03/01/2016 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 9.91 | | | | | 09/20/2005 ⁽¹⁰⁾ | 10/20/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 1.57 | | | | | 03/31/2011 ⁽³⁾ | 02/28/2021 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 1.85 | | | | | 03/26/2009 ⁽⁴⁾ | 02/26/2019 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 3.08 | | | | | 03/24/2010 ⁽⁵⁾ | 02/24/2020 | Common Stock |
| | \$ 3.37 | | | | | 03/29/2008 ⁽⁶⁾ | 02/28/2018 | |

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When the ISO and NQ dated 02/29/2008 are combined for a total grant of 125,000 shares, the option shall vest and become exercisable as to 2,604 shares on 03/29/08 and the balance of 122,396 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.

- (7) When the ISO and NQ dated 04/11/05 are combined for a total grant of 12,500 shares, the option shall vest and become exercisable as to 12,500 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.

- (8) When the ISO and NQ dated 03/14/2007 are combined for a total grant of 55,000 shares, the option shall vest and become exercisable as to 1,146 shares on 04/01/07 and the balance of 53,854 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.

- (9) 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.

- (10) When the ISO and NQ dated 10/20/04 are combined for a total grant of 110,000 shares, the option shall vest and become exercisable as to 27,500 shares on 09/20/05 and the balance of 82,500 divided into equal monthly installments thereafter such that the option shall be 100% vested on 09/20/08.

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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