

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)
			Code	V Amount (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	
					0.7598		

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	

Non-Qualified Stock Option (right to buy)				Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.85	03/26/2009 ⁽⁶⁾	02/26/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.08	03/24/2010 ⁽⁷⁾	02/24/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.37	03/29/2008 ⁽⁸⁾	02/28/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.81	04/01/2007 ⁽¹⁰⁾	03/14/2017	Common Stock

Reporting Owners

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

Signatures

Fady Malik, M.D.,
Ph.D. 09/05/2012

**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) Each restricted stock unit represents a contingent right to receive one share of CYTK common stock at a purchase price of \$0.001 per share which is the current par value of the common stock.
- (2) Shares withheld by Issuer to cover taxes associated with settlement of Restricted Stock Units
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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

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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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