

HENDERSON JOHN T
 Form 4
 May 24, 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 *
 HENDERSON JOHN T

(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)
 05/22/2012

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)

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)
				(A) or (D)	Amount		
Common Stock					1,500	D	
Common Stock					500	I	by Spouse

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
Non-Qualified Stock Option (right to buy)	\$ 0.91	05/22/2012		A	25,000	06/22/2012 ⁽¹⁾ 05/22/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.98					02/03/2012 ⁽²⁾ 01/03/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.44					06/18/2011 ⁽³⁾ 05/18/2021	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.75					05/01/2009 ⁽⁴⁾ 04/01/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.85					06/21/2009 ⁽⁵⁾ 05/21/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 1.95					03/19/2009 ⁽⁶⁾ 02/19/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 2.16					02/03/2011 ⁽⁷⁾ 01/03/2021	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 2.81					06/20/2010 ⁽⁸⁾ 05/20/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.11					02/04/2010 ⁽⁹⁾ 01/04/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HENDERSON JOHN T
280 EAST GRAND AVENUE X
SOUTH SAN FRANCISCO, CA 94080

Signatures

By: Sharon A. Barbari For: John T.
Henderson

05/23/2012

__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) This option shall vest and become exercisable as to 25,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 22, 2013.
- (2) This option shall vest and become exercisable as to 51,020 shares divided into equal monthly installments such that the option shall be 100% vested on January 3, 2013.
- (3) This option shall vest and become exercisable as to 20,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 18, 2012.
- (4) This option shall vest and become exercisable as to 21,428 shares divided into equal monthly installments such that the option shall be 100% vested on January 1, 2010.
- (5) This option shall vest and become exercisable as to 15,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 21, 2010.
- (6) This option shall vest and become exercisable as to 833 shares on 03/19/09 and the balance of 29,167 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/19/12.
- (7) This option shall vest and become exercisable as to 23,148 shares divided into equal monthly installments such that the option shall be 100% vested on January 3, 2012.
- (8) This option shall vest and become exercisable as to 20,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 20, 2011.
- (9) This option shall vest and become exercisable as to 16,077 shares divided into equal monthly installments such that the option shall be 100% vested on January 4, 2011.

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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