

CYTOKINETICS INC

Form 4

October 04, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sabry James H

(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)  
10/02/2006

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)

President and CEO

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	(A) or (D) Price			
Common Stock	10/02/2006		M <sup>(1)</sup>		7,000	A \$ 0.58	7,000	D	
Common Stock	10/02/2006		S <sup>(2)</sup>		2,300	D \$ 6.4	4,700	D	
Common Stock	10/02/2006		S <sup>(2)</sup>		2,700	D \$ 6.44	2,000	D	
Common Stock	10/02/2006		S <sup>(2)</sup>		300	D \$ 6.45	1,700	D	
Common Stock	10/02/2006		S <sup>(2)</sup>		1,700	D \$ 6.47	0	D	

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Common Stock 210,000 I by Trust

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

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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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Non-Qualified Stock Option (right to buy)	\$ 0.58	10/02/2006		M	7,000	11/14/2000 <sup>(3)</sup> 11/14/2010	Common Stock 1
Incentive Stock Option (right to buy)	\$ 0.58					09/28/1999 <sup>(4)</sup> 09/28/2009	Common Stock 6
Incentive Stock Option (right to buy)	\$ 0.58					11/14/2000 <sup>(3)</sup> 11/14/2010	Common Stock 1
Incentive Stock Option (right to buy)	\$ 1.2					07/10/2002 <sup>(5)</sup> 07/10/2012	Common Stock 8
Incentive Stock Option (right to buy)	\$ 1.2					05/21/2003 <sup>(6)</sup> 05/21/2013	Common Stock 7
Incentive Stock Option (right to buy)	\$ 6.5					04/08/2004 <sup>(7)</sup> 03/08/2014	Common Stock 6
Incentive Stock Option (right to buy)	\$ 6.59					04/11/2005 <sup>(8)</sup> 04/11/2015	Common Stock 1
Incentive Stock Option (right to buy)	\$ 7.15					03/01/2006 <sup>(9)</sup> 03/01/2016	Common Stock 1

07/10/2002 <sup>(5)</sup>	07/10/2012	Common Stock	2
04/08/2004 <sup>(7)</sup>	03/08/2014	Common Stock	1
04/11/2005 <sup>(8)</sup>	04/11/2015	Common Stock	0
03/01/2006 <sup>(9)</sup>	03/01/2016	Common Stock	1

- U.S.C. 1001 and 15 U.S.C. 78ff(a).
- by the reporting person on November
- by the reporting person on November 8,
- on is immediately exercisable upon grant  
thly installments thereafter such that the
- and the balance of 46,875 divided into
- on is immediately exercisable upon grant  
thly installments thereafter such that the
- and the balance of 73,437 divided into
- n shall vest and become exercisable as to  
after such that the option shall be 100%

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- (8) When the ISO and NQ dated 04/11/05 are combined for a total grant of 85,000 shares, the option shall vest and become exercisable as to 85,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.
- (9) When the ISO and NQ dated 03/01/2006 are combined for a total grant of 150,000 shares, the option shall vest and become exercisable as to 150,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2010.

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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