#### 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

# 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

1(b).

(Last)

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

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

(First) (Middle)

280 EAST GRAND AVENUE

(Street)

SOUTH SAN

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)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

\_X\_ Director \_\_\_\_ 10% Owner \_X\_ Officer (give title \_\_\_\_ Other (specify below) below) President and CEO

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

\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting Person

FRANCISCO, CA 94080

	(City)	(State) (Z	Zip) Table	e I - Non-De	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Titl Secur (Instr	rity	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Date, if Transaction(A) or Disposed of Code (D)		d of	5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Con	nmon ek	10/02/2006		M <u>(1)</u>	7,000	A	\$ 0.58	7,000	D	
Con Stoc	nmon ek	10/02/2006		S(2)	2,300	D	\$ 6.4	4,700	D	
Con	nmon ek	10/02/2006		S(2)	2,700	D	\$ 6.44	2,000	D	
Con	nmon ek	10/02/2006		S(2)	300	D	\$ 6.45	1,700	D	
Con	nmon ek	10/02/2006		S(2)	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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SEC 1474

(9-02)

## 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. Transacti Code (Instr. 8)	5. Number ction Derivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ame Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ai Ni Sh
Non-Qualified Stock Option (right to buy)	\$ 0.58	10/02/2006		M		7,000	11/14/2000(3)	11/14/2010	Common Stock	
Incentive Stock Option (right to buy)	\$ 0.58						09/28/1999(4)	09/28/2009	Common Stock	$\epsilon$
Incentive Stock Option (right to buy)	\$ 0.58						11/14/2000(3)	11/14/2010	Common Stock	1
Incentive Stock Option (right to buy)	\$ 1.2						07/10/2002(5)	07/10/2012	Common Stock	8
Incentive Stock Option (right to buy)	\$ 1.2						05/21/2003(6)	05/21/2013	Common Stock	7
Incentive Stock Option (right to buy)	\$ 6.5						04/08/2004(7)	03/08/2014	Common Stock	$\epsilon$
Incentive Stock Option (right to buy)	\$ 6.59						04/11/2005(8)	04/11/2015	Common Stock	1
Incentive Stock Option (right to buy)	\$ 7.15						03/01/2006(9)	03/01/2016	Common Stock	1

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Non-Qualified Stock Option (right to buy)	\$ 1.2	07/10/2002(5)	07/10/2012	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 6.5	04/08/2004(7)	03/08/2014	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 6.59	04/11/2005(8)	04/11/2015	Common Stock	$\epsilon$
Non-Qualified Stock Option (right to buy)	\$ 7.15	03/01/2006(9)	03/01/2016	Common Stock	1

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
Sabry James H						
280 EAST GRAND AVENUE	X		President and CEO			
SOUTH SAN FRANCISCO, CA 94080						

## **Signatures**

James H. Sabry, M.D.,
Ph.D.

\*\*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) The exercise reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 8, 2005.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 8,
- When the ISO and NQ dated 11/14/00 are combined for a total grant of 250,000 shares, the option is immediately exercisable upon grant (3) and shall vest as to 4,167 shares on 12/14/00 and the balance of 245,833 divided into equal monthly installments thereafter such that the option shall be 100% vested on 11/14/05.
- (4) This option is immediately exercisable upon grant and shall vest as to 15,625 shares on 05/01/99 and the balance of 46,875 divided into equal monthly installments thereafter such that the option shall be 100% vested on 05/01/02.
- When the ISO and NQ dated 07/10/02 are combined for a total grant of 300,000 shares, the option is immediately exercisable upon grant and shall vest as to 5,000 shares on 04/15/02 and the balance of 295,000 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/15/07.
- (6) This option is immediately exercisable upon grant and shall vest as to 1,563 shares on 04/01/03 and the balance of 73,437 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/07.
- When the ISO and NQ dated 03/08/04 are combined for a total grant of 86,500 shares, the option shall vest and become exercisable as to 1,802 shares on 04/08/04 and the balance of 84,698 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/08/08.

Reporting Owners 3

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.