

MORGANS DAVID J JR

Form 4

December 02, 2008

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 *
MORGANS DAVID J JR

(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)
12/01/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP-Preclinical R&D

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	12/01/2008		S ⁽¹⁾		1,380	D \$ 2.08	78,120	D	
Common Stock	12/01/2008		S ⁽¹⁾		155	D \$ 2.09	77,965	D	
Common Stock	12/01/2008		S ⁽¹⁾		1,165	D \$ 2.1	76,800	D	
Common Stock	12/01/2008		S ⁽¹⁾		211	D \$ 2.12	76,589	D	
Common Stock	12/01/2008		S ⁽¹⁾		429	D \$ 2.14	76,160	D	

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Common Stock	12/01/2008	S ⁽¹⁾	700	D	\$ 2.22	75,460	D
Common Stock	12/01/2008	S ⁽¹⁾	460	D	\$ 2.24	75,000	D
Common Stock	12/01/2008	S ⁽¹⁾	100	D	\$ 2.29	74,900	D
Common Stock	12/01/2008	S ⁽¹⁾	100	D	\$ 2.3	74,800	D
Common Stock	12/01/2008	S ⁽¹⁾	200	D	\$ 2.38	74,600	D
Common Stock	12/01/2008	S ⁽¹⁾	100	D	\$ 2.39	74,500	D

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

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(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. 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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Incentive Stock Option (right to buy)	\$ 3.37					03/29/2008 ⁽²⁾	02/28/2018	Common Stock	27,7
Incentive Stock Option (right to buy)	\$ 6.5					04/08/2004 ⁽³⁾	03/08/2014	Common Stock	34,0
Incentive Stock Option (right to buy)	\$ 6.59					04/11/2005 ⁽⁴⁾	04/11/2015	Common Stock	35,9
Incentive Stock Option (right to buy)	\$ 6.81					04/01/2007 ⁽⁵⁾	03/14/2017	Common Stock	14,8

Incentive Stock Option (right to buy)	\$ 7.15	03/01/2006 ⁽⁶⁾	03/01/2016	Common Stock	15,3
Non-Qualified Stock Option (right to buy)	\$ 3.37	03/29/2008 ⁽²⁾	02/28/2018	Common Stock	122,3
Non-Qualified Stock Option (right to buy)	\$ 6.59	04/11/2005 ⁽⁴⁾	04/11/2015	Common Stock	14,0
Non-Qualified Stock Option (right to buy)	\$ 6.81	04/01/2007 ⁽⁵⁾	03/14/2017	Common Stock	50,1
Non-Qualified Stock Option (right to buy)	\$ 7.15	03/01/2006 ⁽⁶⁾	03/01/2016	Common Stock	44,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGANS DAVID J JR 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080			EVP-Preclinical R&D	

Signatures

David J. Morgans, Jr.,
Ph.D. 12/02/2008

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 30, 2008.
- When the ISO and NQ dated 02/29/2008 are combined for a total grant of 150,000 shares, the option shall vest and become exercisable as
- (2) to 3,125 shares on 03/29/08 and the balance of 146,875 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.
- (3) This option shall vest and become exercisable as to 708 shares on 04/08/04 and the balance of 33,292 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/08/08.
- (4) When the ISO and NQ dated 04/11/05 are combined for a total grant of 50,000 shares, the option shall vest and become exercisable as to 50,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.
- When the ISO and NQ dated 03/14/2007 are combined for a total grant of 65,000 shares, the option shall vest and become exercisable as
- (5) to 1,354 shares on 04/01/07 and the balance of 63,646 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
- (6)

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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.

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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