

CYTOKINETICS INC
 Form 4
 September 26, 2008

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 *
 Sabry James H

2. Issuer Name and Ticker or Trading Symbol
 CYTOKINETICS INC [CYTK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 280 EAST GRAND AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/24/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Chairman

SOUTH SAN FRANCISCO, CA 94080

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Common Stock	09/24/2008		S	100 D	\$ 4.48	189,450	I by Trust
Common Stock	09/24/2008		S	1,100 D	\$ 4.55	188,350	I by Trust
Common Stock	09/24/2008		S	2,000 D	\$ 4.6293	186,350	I by Trust
Common Stock	09/24/2008		S	2,000 D	\$ 4.6635	184,350	I by Trust
Common Stock	09/24/2008		S	2,400 D	\$ 4.8188	181,950	I by Trust

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Common Stock	09/24/2008	S	2,200	D	\$ 4.8235	179,750	I	by Trust
Common Stock	09/24/2008	S	2,000	D	\$ 4.832	177,750	I	by Trust
Common Stock	09/24/2008	S	2,100	D	\$ 4.9067	175,650	I	by Trust
Common Stock	09/24/2008	S	2,000	D	\$ 4.928	173,650	I	by Trust
Common Stock	09/24/2008	S	2,100	D	\$ 5.0278	171,550	I	by Trust
Common Stock	09/24/2008	S	2,000	D	\$ 5.103	169,550	I	by Trust

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)	\$ 0.58					09/28/1999 ⁽¹⁾	09/28/2009	Common Stock	62,500
Incentive Stock Option (right to buy)	\$ 0.58					11/14/2000 ⁽²⁾	11/14/2010	Common Stock	172,500
Incentive Stock Option (right to buy)	\$ 1.2					07/10/2002 ⁽³⁾	07/10/2012	Common Stock	83,300
Incentive Stock Option (right to buy)	\$ 1.2					05/21/2003 ⁽⁴⁾	05/21/2013	Common Stock	75,000

Incentive Stock Option (right to buy)	\$ 6.5	04/08/2004 ⁽⁵⁾	03/08/2014	Common Stock	66,9
Incentive Stock Option (right to buy)	\$ 6.59	04/11/2005 ⁽⁶⁾	04/11/2015	Common Stock	15,1
Incentive Stock Option (right to buy)	\$ 6.81	04/01/2007 ⁽⁷⁾	03/14/2017	Common Stock	11,0
Incentive Stock Option (right to buy)	\$ 7.15	03/01/2006 ⁽⁸⁾	03/01/2016	Common Stock	18,4
Non-Qualified Stock Option (right to buy)	\$ 1.2	07/10/2002 ⁽³⁾	07/10/2012	Common Stock	161,3
Non-Qualified Stock Option (right to buy)	\$ 6.5	04/08/2004 ⁽⁵⁾	03/08/2014	Common Stock	19,5
Non-Qualified Stock Option (right to buy)	\$ 6.59	04/11/2005 ⁽⁶⁾	04/11/2015	Common Stock	69,8
Non-Qualified Stock Option (right to buy)	\$ 6.81	04/01/2007 ⁽⁷⁾	03/14/2017	Common Stock	88,9
Non-Qualified Stock Option (right to buy)	\$ 7.15	03/01/2006 ⁽⁸⁾	03/01/2016	Common Stock	131,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sabry James H 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080	X		Executive Chairman	

Signatures

James H. Sabry, M.D.,
Ph.D. 09/25/2008

**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).

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- (1) 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.

- (2) 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 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.

- (3) 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.

- (4) 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.

- (5) 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.

- (6) 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.

- (7) When the ISO and NQ dated 03/14/2007 are combined for a total grant of 100,000 shares, the option shall vest and become exercisable as to 2,083 shares on 04/01/07 and the balance of 97,917 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.

- (8) 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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