FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Blum Robert I (Last) (First) (Middle) 280 EAST GRAND AVENUE						Issuer Name and Ticker or Trading Symbol CYTOKINETICS INC [CYTK] Date of Earliest Transaction (Month/Day/Year)								5. Relationship of Reporting Person(s) to Issue (Check all applicable) X Director 10% Owner					
	(First) (Middle) 02/28/2011 X Officer (give title Other below) below President & CEO											below)	(specify						
FRANCISC			— [- — [4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indiv Line) X	vidual or Joint/Group Filir Form filed by One Rep Form filed by More tha Person			eporting Person			
(5.5)	(0.10.1			on-D	orivat	ivo	Securit	ios A	cauired	Die	nosed (of o	r Bono	ficially	Owned				
Blum Robert I (Last) (First) (Middle) 280 EAST GRAND AVENUE (Street) SOUTH SAN FRANCISCO CA 94080 (City) (State) (Zip) Table I - I 1. Title of Security (Instr. 3) Common Stock Common Stock Table 1. Title of Derivative Security (Instr. 3) 3. Transaction Date Derivative (Month/Day/Year) 3. Transaction Date Security (Instr. 3) or Exercise (Month/Day/Year)				2. Tra	insactio	n	2A. Deemed Execution Date,		3. Transac	4. Sec		urities Acquired sed Of (D) (Instr.		d (A) or	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)
										\dagger						18,416		D	
Common Sto	st) (First) (Mi D EAST GRAND AVENUE Set) UTH SAN ANCISCO CA 94 Wy) (State) (Zij Table itle of Security (Instr. 3) mmon Stock mitive Stock on (right to \$1.57 02/28/2011 mitive Stock on (right to \$1.2 mitive Stock on (right to \$1.2 mitive Stock on (right to \$1.2 mitive Stock on (right to \$1.85 mitive Stock on (right to \$1.85 mitive Stock on (right to \$2 mitive Stock on (right to \$3.37 mitive Stock on (righ														12,50	00		Ι	by Trust
Common Sto	Asst) (First) (80 EAST GRAND AVENUE treet) OUTH SAN RANCISCO City) (State) (Table of Security (Instr. 3) Title of Security (Instr. 3) Transaction Date (Month/Day/Year) Price of Derivative Security Security Stock stion (right to y) The Company of the Security (Instr. 3) Transaction Date (12,500		I		by Trust 2 ⁽²⁾
			Table						quired, Di s, options	•				-	ed				
Derivative	Conversion or Exercise Price of Derivative	Date	3A. Deeme Execution any (Month/Da	Date, if		4. Transaction Code (Instr.		Derivative E		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Ins and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title		Amount or Number of Shares		Reporte Transac (Instr. 4	tion(s)		
Option (right to	\$1.57	02/28/2011			A		62,459		03/31/2011	(3)	02/28/2021		ommon Stock	62,459	\$0	62,4	459	D	
Stock Option	\$1.57	02/28/2011			A		437,541		03/31/2011	(3)	02/28/2021		ommon Stock	437,541	\$0	437,	541	D	
Option (right to	\$0.58								01/14/2000	(4)	1/14/2010		ommon Stock	12		1:	2	D	
Option (right to	\$1.2								07/10/2002	(5)	07/10/2012		ommon Stock	18,833		18,8	833	D	
Incentive Stock Option (right to buy)	\$1.2								05/21/2003	(6)	05/21/2013		ommon Stock	32,500		32,5	500	D	
Incentive Stock Option (right to buy)	\$1.85								03/26/2009	(7)	02/26/2019		ommon Stock	50,333		50,3	333	D	
Incentive Stock Option (right to buy)	\$2								12/18/2003	(8)	2/18/2013		ommon Stock	27,500		27,5	500	D	
Incentive Stock Option (right to buy)	\$3.08								03/24/2010	(9)	02/24/2020		ommon Stock	36,834		36,8	834	D	
Incentive Stock Option (right to buy)	\$3.37								03/29/2008 ⁽	10)	02/28/2018		ommon Stock	8,334		8,3	34	D	

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. Transac Code (II 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Am Securities Und Derivative Secu and 4)	erlying	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)		
Incentive Stock Option (right to buy)	\$6.59							04/11/2005 ⁽¹¹⁾	04/11/2015	Common Stock	45,000		45,000	D	
Incentive Stock Option (right to buy)	\$6.81							04/01/2007 ⁽¹²⁾	03/14/2017	Common Stock	22,806		22,806	D	
Incentive Stock Option (right to buy)	\$7.15							03/01/2006 ⁽¹³⁾	03/01/2016	Common Stock	28,494		28,494	D	
Non-Qualified Stock Option (right to buy)	\$1.2							07/10/2002 ⁽⁵⁾	07/10/2012	Common Stock	12,264		12,264	D	
Non-Qualified Stock Option (right to buy)	\$1.85							03/26/2009 ⁽⁷⁾	02/26/2019	Common Stock	224,667		224,667	D	
Non-Qualified Stock Option (right to buy)	\$2							12/18/2003 ⁽⁸⁾	12/18/2013	Common Stock	48,692		48,692	D	
Non-Qualified Stock Option (right to buy)	\$3.08							03/24/2010 ⁽⁹⁾	02/24/2020	Common Stock	233,166		233,166	D	
Non-Qualified Stock Option (right to buy)	\$3.37							03/29/2008 ⁽¹⁰⁾	02/28/2018	Common Stock	191,666		191,666	D	
Non-Qualified Stock Option (right to buy)	\$6.81							04/01/2007 ⁽¹²⁾	03/14/2017	Common Stock	227,194		227,194	D	
Non-Qualified Stock Option (right to buy)	\$7.15							03/01/2006 ⁽¹³⁾	03/01/2016	Common Stock	71,506		71,506	D	

Explanation of Responses:

- 1. Shares held by The Bridget Blum 2003 Irrevocable Trust.
- 2. Shares held by The Brittany Blum 2003 Irrevocable Trust.
- 3. When the ISO and NQ dated 02/28/2011 are combined for a total grant of 500,000 shares, the option shall vest and become exercisable as to 10,416 shares on 03/31/2011 and the balance of 489,584 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/28/2015.
- 4. This option is immediately exercisable upon grant and shall vest as to 25,000 shares on 11/14/00 and the balance of 87,500 divided into equal monthly installments thereafter such that the option shall be 100% vested on 11/14/05.
- 5. When the ISO and NQ dated 07/10/02 are combined for a total grant of 150,000 shares, the option is immediately exercisable upon grant and shall vest as to 2,500 shares on 04/15/02 and the balance of 147,500 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 781 shares on 04/01/03 and the balance of 36,719 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/07.
- 7. When the ISO and NQ dated 02/26/2009 are combined for a total grant of 275,000 shares, the option shall vest and become exercisable as to 5,729 shares on 03/26/09 and the balance of 269,271 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.
- 8. When the ISO and NQ dated 12/18/03 are combined for a total grant of 141,925 shares, the option is immediately exercisable upon grant and shall vest as to 2,365 shares on 01/18/04 and the balance of 139,560 divided into equal monthly installments thereafter such that the option shall be 100% vested on 12/18/08.
- 9. When the ISO and NQ dated 02/24/2010 are combined for a total grant of 270,000 shares, the option shall vest and become exercisable as to 5,625 shares on 03/24/2010 and the balance of 264,375 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/24/2014.
- 10. When the ISO and NQ dated 02/29/2008 are combined for a total grant of 200,000 shares, the option shall vest and become exercisable as to 4,166 shares on 03/29/08 and the balance of 195,834 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.
- 11. This option shall vest and become exercisable as to 45,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.
- 12. When the ISO and NQ dated 03/14/2007 are combined for a total grant of 250,000 shares, the option shall vest and become exercisable as to 5,208 shares on 04/01/07 and the balance of 244,792 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
- 13. When the ISO and NQ dated 03/01/2006 are combined for a total grant of 100,000 shares, the option shall vest and become exercisable as to 100,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2010.

<u>Robert I. Blum</u> <u>03/01/2011</u>

** Signature of Reporting Person Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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