## 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

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 Number:	3235-0287							
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Estimated average burden								
hours per response	0.5							

1. Name and Address of Reporting Person*			2. Issuer Name <b>and</b> Ticker or Trading Symbol CYTOKINETICS INC [CYTK]	5. Relationship of Reporting Person(s) to Issuer				
(Last) C/O SEVIN ROAD, SUI	(First) (Middle) ROSEN FUNDS, 13455 NOEL		3. Date of Earliest Transaction (Month/Day/Year) 01/02/2013	(Check all applicable)  X Director 10% Owner  Officer (give title below) (specify below)				
(Street) DALLAS (City)	TX (State)	75240 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	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)	Execution Date,	Transaction Code		Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned	Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		
			Code	V	Amount	(A) or		Following   or Indirect   (I)   (Instr. 4)   (Instr. 4)		(Instr. 4)		

	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 (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Amount of Underlying		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: 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				
Stock Option (Right To Buy)	\$ 0.6702	01/02/2013		A		130,588		02/02/2013 <sup>(1)</sup>	01/02/2023	Common Stock	130,588	\$ 0.2681 <sup>(2)</sup>	130,588	D	

## **Explanation of Responses:**

- 1. Options shall vest and become exercisable in equal monthly installments such that the options shall be 100% vested on January 2, 2014.
- 2. This option was issued to the reporting person pursuant to the Cytokinetics 2004 Equity Incentive Plan in lieu of annual retainer of \$35,000.

John V. Jaggers, As Attorney-In-Fact 01/04/2013

\*\* 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.