

OMB APPROVAL	
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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 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>WOLFF ANDREW A</u> _____ (Last) (First) (Middle) <u>280 EAST GRAND AVENUE</u> _____ (Street) <u>SOUTH SAN FRANCISCO CA 94080</u> _____ (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>CYTKINETICS INC [ CYTK ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP Clinical R&amp;D, CMO</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/05/2013</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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							67,948	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. 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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
Incentive Stock Option (right to buy)	\$1	03/05/2013		A		119,103		04/05/2013 <sup>(1)</sup>	03/05/2023	Common Stock	119,103	\$0	119,103	D	
Non-Qualified Stock Option (right to buy)	\$1	03/05/2013		A		130,897		04/05/2013 <sup>(1)</sup>	03/05/2023	Common Stock	130,897	\$0	130,897	D	
Incentive Stock Option (right to buy)	\$1.05							04/05/2012 <sup>(2)</sup>	03/05/2022	Common Stock	58,665		58,665	D	
Incentive Stock Option (right to buy)	\$1.57							03/31/2011 <sup>(3)</sup>	02/28/2021	Common Stock	58,336		58,336	D	
Incentive Stock Option (right to buy)	\$1.85							03/26/2009 <sup>(4)</sup>	02/26/2019	Common Stock	37,917		37,917	D	
Incentive Stock Option (right to buy)	\$3.08							03/24/2010 <sup>(5)</sup>	02/24/2020	Common Stock	42,084		42,084	D	
Incentive Stock Option (right to buy)	\$3.37							03/29/2008 <sup>(6)</sup>	02/28/2018	Common Stock	27,935		27,935	D	
Incentive Stock Option (right to buy)	\$6.59							04/11/2005 <sup>(7)</sup>	04/11/2015	Common Stock	781		781	D	
Incentive Stock Option (right to buy)	\$6.81							04/01/2007 <sup>(8)</sup>	03/14/2017	Common Stock	14,185		14,185	D	
Incentive Stock Option (right to buy)	\$7.15							03/01/2006 <sup>(9)</sup>	03/01/2016	Common Stock	17,019		17,019	D	
Incentive Stock Option (right to buy)	\$9.91							09/20/2005 <sup>(10)</sup>	10/20/2014	Common Stock	40,360		40,360	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. 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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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				
Non-Qualified Stock Option (right to buy)	\$1.05							04/05/2012 <sup>(2)</sup>	03/05/2022	Common Stock	116,335		116,335	D	
Non-Qualified Stock Option (right to buy)	\$1.57							03/31/2011 <sup>(3)</sup>	02/28/2021	Common Stock	141,664		141,664	D	
Non-Qualified Stock Option (right to buy)	\$1.85							03/26/2009 <sup>(4)</sup>	02/26/2019	Common Stock	92,083		92,083	D	
Non-Qualified Stock Option (right to buy)	\$3.08							03/24/2010 <sup>(5)</sup>	02/24/2020	Common Stock	92,916		92,916	D	
Non-Qualified Stock Option (right to buy)	\$3.37							03/29/2008 <sup>(6)</sup>	02/28/2018	Common Stock	97,065		97,065	D	
Non-Qualified Stock Option (right to buy)	\$6.59							04/11/2005 <sup>(7)</sup>	04/11/2015	Common Stock	11,719		11,719	D	
Non-Qualified Stock Option (right to buy)	\$6.81							04/01/2007 <sup>(8)</sup>	03/14/2017	Common Stock	40,815		40,815	D	
Non-Qualified Stock Option (right to buy)	\$7.15							03/01/2006 <sup>(9)</sup>	03/01/2016	Common Stock	42,981		42,981	D	
Non-Qualified Stock Option (right to buy)	\$9.91							09/20/2005 <sup>(10)</sup>	10/20/2014	Common Stock	69,640		69,640	D	
Restricted Stock Units	(11)							(12)	(12)	Common Stock	87,500		87,500	D	

**Explanation of Responses:**

- When the ISO and NQ dated 03/05/2013 are combined for a total grant of 250,000 shares, the option shall vest and become exercisable as to 250,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/05/2017.
- When the ISO and NQ dated 03/05/2012 are combined for a total grant of 175,000 shares, the option shall vest and become exercisable as to 3,645 shares on 04/05/2012 and the balance of 171,355 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/05/2016.
- When the ISO and NQ dated 02/28/2011 are combined for a total grant of 200,000 shares, the option shall vest and become exercisable as to 4,166 shares on 03/31/2011 and the balance of 195,834 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/28/2015.
- When the ISO and NQ dated 02/26/2009 are combined for a total grant of 130,000 shares, the option shall vest and become exercisable as to 2,708 shares on 03/26/09 and the balance of 127,292 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.
- When the ISO and NQ dated 02/24/2010 are combined for a total grant of 135,000 shares, the option shall vest and become exercisable as to 2,812 shares on 03/24/2010 and the balance of 132,188 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/24/2014.
- When the ISO and NQ dated 02/29/2008 are combined for a total grant of 125,000 shares, the option shall vest and become exercisable as to 2,604 shares on 03/29/08 and the balance of 122,396 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.
- When the ISO and NQ dated 04/11/05 are combined for a total grant of 12,500 shares, the option shall vest and become exercisable as to 12,500 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 55,000 shares, the option shall vest and become exercisable as to 1,146 shares on 04/01/07 and the balance of 53,854 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
- 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.
- When the ISO and NQ dated 10/20/04 are combined for a total grant of 110,000 shares, the option shall vest and become exercisable as to 27,500 shares on 09/20/05 and the balance of 82,500 divided into equal monthly installments thereafter such that the option shall be 100% vested on 09/20/08.
- Each restricted stock unit represents a contingent right to receive one share of CYTK common stock at a purchase price of \$0.001 per share which is the current par value of the common stock.
- The restricted stock units vest in two equal annual installments. Vested shares will be delivered to the reporting person on 9/4/2012 and 9/3/2013.

Andrew A. Wolff, M.D.                      03/07/2013

\*\* 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.

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