FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Name and Address of Reporting Person* Blum Robert I					2. Issuer Name and Ticker or Trading Symbol CYTOKINETICS INC [CYTK]										Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last) (First) (Middle) 280 EAST GRAND AVENUE					3. Date of Earliest Transaction (Month/Day/Year) 02/28/2006										X Officer (give title Other (specify below) below) EVP, Corp. Development & CBO						
(Street) SOUTH SAN FRANCISCO CA 94080					4. If Amendment, Date of Original Filed (Month/Day/Year)										Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City) (State) (Zip)																					
Date					Execution Date, if any (Month/Day/Year)			1	Transaction Di Code (Instr. an			Disposed Of (D) (Instr. 3			Securit Benefic Owned	ies cially	Form: Direct (D) or Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amoun			Price	Reporte Transa	ed ction(s)		4)	(111341. 4)		
Common Stock				02/28/2006					M		3,750		A	\$0.5	8 68	3,750		D			
Common Stock				02/28/2006				+	S ⁽¹⁾		3,750		D	\$7.	1 65	5,000		D			
Common Stock								\perp							12	2,500		I	by Trust		
Common Stock														12,500			I	by Trust 2 ⁽³⁾			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																					
Derivative Conversion Date Executive Security or Exercise (Month/Day/Year) if any			on Date,	Code (Ir	ransaction Code (Instr.		Number Ex		xpiration Date			(Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership		
												•	r								
				Code	v	(A)	(D)					Title	0	f							
\$0.58	02/28/2006			М			3,750	01/1	14/2000 ⁽⁴	11	/14/2010			3,750	\$0	106,250	0	D			
\$1.2								07/1	10/2002 ⁽⁵	07	/10/2012			33,333		83,333		D			
\$1.2								05/2	21/2003 ⁽⁶	05	/21/2013			37,500		37,500		D			
\$2								12/1	18/2003 ⁽⁷	12	/18/2013			27,500		27,500		D			
	(Fi T GRAND SAN SCO C. (Si Security (Ins Stock Stock Stock Stock Stock Stock \$1.2	(First) (T GRAND AVENUE SAN CA (State) (Conversion or Exercise Price of Derivative Security \$0.58 02/28/2006 \$1.2	(First) (Middle) T GRAND AVENUE SAN CA 94080 (State) (Zip) Table I - N Security (Instr. 3) Stock Stoc	(First) (Middle) T GRAND AVENUE SAN CA 94080 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) Stock Stock Stock Table II - Deriv (e.g. 2. Transaction Date (Month/Day/Year) Price of Derivative Security \$0.58 02/28/2006 \$1.2	Carry Carr	SAN SCO CA 94080 SAN SCO CA 94080 SAN SCO CA 94080 Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock 02/28/2006 Stock Stock	SAN CA 94080 Security (Instr. 3) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock 02/28/2006 Stock 02/28/2006 Stock S	(First) (Middle) T GRAND AVENUE Table I - Non-Derivative Securities Acute (Month/Day/Year) Stock Stock Table II - Derivative Securities Acute (e.g., puts, calls, warrant Price of Dare Price of Dare Price of Dare Price of Dare Price of Security Stock Stock Table II - Derivative Securities Acute (e.g., puts, calls, warrant Price of Dare Price of Old (A) or Disposed (A) or Di	3. Date of Earliest Transarion 2/28/2006	Code Conversion Conversio	SAN CA 94080 Security (Instr. 3) Table I - Non-Derivative Securities Acquired, Dispose (Instr. 3) Stock 02/28/2006 Stock 02/28/2006 Stock O2/28/2006 Stoc	Code V Amount Amount	Code V Amount Code Code V Code V Code Code	3 Date of Earliest Transaction (Month/Day/Year) 12/28/2006 14 If Amendment, Date of Original Filed (Month/Day/Year) 15 16 16 16 16 16 16 16	Code V Amount Code (Instr. 3) Stock O2/28/2006 O2/	San	3 Date of Earliest Transaction (Month/Day/Year) 3 Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Individual or Joint/Group Development	Date of Earlies Transaction (Month/Day/Year) S. Individual or Joint/Group Fill	State Cap Ca		

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)		4. Transaction Code (Instr.		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				
Incentive Stock Option (right to buy)	\$6.59							04/11/2005 ⁽⁸⁾	04/11/2015	Common Stock	45,000		45,000	D	
Non- Qualified Stock Option (right to buy)	\$1.2							07/10/2002 ⁽⁵⁾	07/10/2012	Common Stock	31,667		31,667	D	
Non- Qualified Stock Option (right to buy)	\$2							12/18/2003 ⁽⁷⁾	12/18/2013	Common Stock	114,425		114,425	D	

Explanation of Responses:

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 17, 2005.
- 2. Shares held by The Bridget Blum 2003 Irrevocable Trust.
- 3. Shares held by The Brittany Blum 2003 Irrevocable Trust.
- 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 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.
- 8. 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.

<u>Robert I. Blum</u> <u>03/01/2006</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.

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