Incentive Stock

\$<u>6.5</u>

\$<u>6.59</u>

Option

Option

(right to buy)

(right to buy) Incentive Stock

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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

					_															
1. Name and Address of Reporting Person [*] TRAUTMAN JAY K						2. Issuer Name and Ticker or Trading Symbol <u>CYTOKINETICS INC</u> [CYTK]									Relationship ieck all appl Direct	,		erson(s) to I 10% O		
						3. Date of Earliest Transaction (Month/Day/Year)										r (give title		Other (
(Last) (First) (Middle)					04/1	0/20	07									below	,	_	below)	-
280 EAST GRAND AVENUE																V	P, Discov	ery F	Research	
(Street)					- 4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)					
SOUTH SAN FRANCISCO CA 94080															X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(S ⁱ	tate)	(Zip)		-															
		Tab	le I - N	lon-Deri	vative	Sec	uriti	es A	cquir	red, D)isp	osed o	of, or	Ben	eficia	lly Owne	d			
1. Title of Security (Instr. 3) 2. Tran Date (Month					ction ay/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			Co	Transaction Code (Instr.		4. Securities Acquired Disposed Of (D) (Instr. and 5)				r 5. Amo Securit Benefic Owned Follow	ies cially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
									Ca	ode	v	Amoun	t (A) or (D)		Price	Report Transa	Reported Transaction(s) (Instr. 3 and 4)			(1150. 4)
Common	Stock			04/10/	2007					S ⁽¹⁾		300)	D	\$7.0	5 19	9,671		D	
Common Stock 0					2007					S ⁽¹⁾		335	5	D	\$7.0	6 19	9,336		D	
Common Stock 04/10/					2007	007			S ⁽¹⁾		413		D	\$7.0	3 18,923			D		
Common Stock 04/10/2					2007	007		5	S ⁽¹⁾		452		D	\$7.0	07 18	3,471		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)	if any	emed on Date, /Day/Year)	4. Transac Code (Ir 8)		Secu Acqu (A) o	vative urities uired or osed) r. 3,	Expir	te Exerc ation D th/Day/	ate)	7. Title Amour Securi Under Deriva Securi and 4)	nt of ties ying tive	str. 3	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exerc	isable	Ex Da	piration te	Title	or Ni of	umber					
Incentive Stock Option (right to buy)	\$1.2								07/10/	/2002 ⁽²⁾	07	/10/2012	Comm Stock		7,500		17,500		D	
Incentive Stock Option (right to buy)	\$1.2								05/21/	/2003 ⁽³⁾	05	/21/2013	Comm Stock		2,500		12,500		D	

Common

Stock

Common

Stock

25,000

30,000

25,000

30,000

D

D

04/08/2004⁽⁴⁾ 03/08/2014

04/11/2005⁽⁵⁾ 04/11/2015

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 Numb Code (Instr. 8) 5. Deriv: Secur Acqui (A) or Dispo of (D) (Instr.		Lumber of Derivative lecurities ccquired A) or Disposed		isable and 7. Title and Amount of		of s ng e	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)	\$6.81							04/01/2007 ⁽⁶⁾	03/14/2017	Common Stock	12,500		12,500	D	
Incentive Stock Option (right to buy)	\$6.88							01/07/2006 ⁽⁷⁾	12/15/2015	Common Stock	21,504		21,504	D	
Incentive Stock Option (right to buy)	\$7.15							03/01/2006 ⁽⁸⁾	03/01/2016	Common Stock	2,500		2,500	D	
Non- Qualified Stock Option (right to buy)	\$6.81							04/01/2007 ⁽⁶⁾	03/14/2017	Common Stock	27,500		27,500	D	
Non- Qualified Stock Option (right to buy)	\$6.88							01/07/2006 ⁽⁷⁾	12/15/2015	Common Stock	43,496		43,496	D	
Non- Qualified Stock Option (right to buy)	\$7.15							03/01/2006 ⁽⁸⁾	03/01/2016	Common Stock	37,500		37,500	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 10, 2005.

2. This option is immediately exercisable upon grant and shall vest as to 15,625 shares on 06/03/03 and the balance of 46,875 divided into equal monthly installments thereafter such that the option shall be 100% vested on 06/03/06.

3. This option is immediately exercisable upon grant and shall vest as to 573 shares on 04/01/03 and the balance of 26,927 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/07.

4. This option shall vest and become exercisable as to 521 shares on 04/08/04 and the balance of 24,479 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/08/08

5. This option shall vest and become exercisable as to 30,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.

6. When the ISO and NQ dated 03/14/2007 are combined for a total grant of 40,000 shares, the option shall vest and become exercisable as to 833 shares on 04/01/07 and the balance of 39,167 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.

7. When the ISO and NQ dated 12/15/05 are combined for a total grant of 65,000 shares, the option shall vest and become exercisable as to 65,000 shares divided into equal monthly installments such that the option shall be 100% vested on 12/07/2009.

8. When the ISO and NQ dated 03/01/2006 are combined for a total grant of 40,000 shares, the option shall vest and become exercisable as to 40,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2010.

y K.	Trautman, Ph.D.	04/11/2007

** Signature of Reporting Person Date

Ja

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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