

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Blum Robert I</u> (Last) (First) (Middle) 280 EAST GRAND AVENUE (Street) SOUTH SAN FRANCISCO CA 94080 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CYTOKINETICS INC [CYTK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/18/2021		M		10,409	A	\$9.42	315,998 ⁽¹⁾	D	
Common Stock	02/18/2021		F ⁽²⁾		6,652	D	\$21.01	309,346 ⁽¹⁾	D	
Common Stock	02/18/2021		M		72,923	A	\$9.42	382,269 ⁽¹⁾	D	
Common Stock	02/18/2021		F ⁽²⁾		47,896	D	\$21.01	334,373 ⁽¹⁾	D	
Common Stock								2,083	I	by Trust 1 ⁽³⁾
Common Stock								2,083	I	by Trust 2 ⁽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. 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)	\$9.42	02/18/2021		C ⁽⁵⁾			10,409	03/31/2011	02/28/2021	Common Stock	10,409	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$9.42	02/18/2021		C ⁽⁵⁾			10,409	03/31/2011	02/28/2021	Common Stock	10,409	\$0.0	83,332	D	
Non-Qualified Stock Option (right to buy)	\$9.42	02/18/2021		M			10,409	03/31/2011	02/28/2021	Common Stock	10,409	\$0.0	72,923	D	
Non-Qualified Stock Option (right to buy)	\$9.42	02/18/2021		M			72,923	03/31/2011	02/28/2021	Common Stock	72,923	\$0.0	0	D	

Explanation of Responses:

- Includes 4,991 shares of common stock purchased pursuant to the Issuer's 2015 Employee Stock Purchase Plan (ESPP).
- Transaction represents a "net exercise" of 72,923 outstanding non-qualified stock options granted on 2/28/2011 and 10,409 outstanding non-qualified stock options that result from the conversion on 2/18/2021 of incentive stock options granted on 2/28/2011. The Reporting Person received 28,784 shares of Common Stock on the net exercise of a stock options to purchase an aggregate of 83,332 shares of Common Stock, with a remaining payable by Reporting Person to the Issuer of \$18.24. The Issuer withheld 54,548 shares of Common Stock underlying the stock options for payment of the exercise price and tax withholding using a stock price on 2/18/2021 of \$21.01. In addition to the withholding of 54,548 shares of Common Stock, the Reporting Person will pay \$18.24 in cash to the Issuer for the remainder of his exercise price and tax liability.
- Shares held by The Bridget Blum 2003 Irrevocable Trust.
- Shares held by The Brittany Blum 2003 Irrevocable Trust.
- Incentive stock options granted on 2/28/2011 to purchase 10,409 shares at an exercise price of \$9.42 per share converted to non-qualified stock options to purchase 10,409 shares at an exercise price of \$9.42 per share as a result of a modification to the original grant to permit a "net exercise" of the stock options. Conversion transaction is permitted pursuant to the Issuer's Amended and Restated 2004 Equity Incentive Plan and the prior resolution of the Issuer's Compensation and Talent Committee of the Board of Directors.

By: Robert Wong For: Robert 02/22/2021

I. Blum

** 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.