

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* BARBARI SHARON SURREY _____ (Last) (First) (Middle) 280 EAST GRAND AVENUE _____ (Street) SOUTH SAN FRANCISCO CA 94080 _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol CYTOKINETICS INC [CYTK]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Sr. VP, Finance & CFO		
			3. Date of Earliest Transaction (Month/Day/Year) 02/26/2009			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
			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								9,627	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)	\$1.85	02/26/2009		A		43,752		03/26/2009 ⁽¹⁾	02/26/2019	Common Stock	43,752	\$0	43,752	D	
Non-Qualified Stock Option (right to buy)	\$1.85	02/26/2009		A		106,248		03/26/2009 ⁽¹⁾	02/26/2019	Common Stock	106,248	\$0	106,248	D	
Incentive Stock Option (right to buy)	\$3.37							03/29/2008 ⁽²⁾	02/28/2018	Common Stock	27,305		27,305	D	
Incentive Stock Option (right to buy)	\$6.59							04/11/2005 ⁽³⁾	04/11/2015	Common Stock	1,031		1,031	D	
Incentive Stock Option (right to buy)	\$6.81							04/01/2007 ⁽⁴⁾	03/14/2017	Common Stock	14,497		14,497	D	
Incentive Stock Option (right to buy)	\$7.15							03/01/2006 ⁽⁵⁾	03/01/2016	Common Stock	16,785		16,785	D	

