

| OMB APPROVAL                                 |           |
|--|-----------|
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**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<br><u>Cragg David</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>CYTOKINETICS INC [ CYTK ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><u>SVP Human Resources</u> |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/02/2021</u>           |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person   |  |  |
| 280 EAST GRAND AVENUE   |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                        |  |  |   |  |  |
| (Street)<br><u>SOUTH SAN FRANCISCO CA 94080</u>               |         |          |   |  |  |   |  |  |
| (City)  | (State) | (Zip)    |   |  |  |   |  |  |

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |  |
| Common Stock                    | 03/02/2021                           |  | A <sup>(1)</sup>               |   | 25,000  | A          | \$0.0 | 164,775 <sup>(2)</sup>  | 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)      | \$19.42  | 03/02/2021                           |  | A                              |   | 10,121   |     | 04/02/2021 <sup>(3)</sup>                                | 03/01/2031      | Common Stock  | 10,121                                     | \$19.42  | 10,121  | D  |       |
| Non-Qualified Stock Option (right to buy)  | \$19.42  | 03/02/2021                           |  | A                              |   | 34,879   |     | 04/02/2021 <sup>(3)</sup>                                | 03/01/2031      | Common Stock  | 34,879                                     | \$19.42  | 34,879  | D  |       |

**Explanation of Responses:**

1. Comprised of restricted stock units that will vest over 3 years, with 40% vesting on the 1-year anniversary of the grant, an additional 40% vesting on the 2-year anniversary of the grant, and the final 20% vesting on the 3-year anniversary of the grant.
2. Includes up to 13,132 shares of common stock purchased pursuant to the Cytokinetics, Incorporated Employee Stock Purchase Plan.
3. This option shall vest and become exercisable over 4 years, with shares divided into equal monthly installments, such that the option shall be 100% vested four years from the date of grant.

By: Robert Wong For: David Cragg 03/04/2021

\*\* 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.