buy) Incentive Stock

Option

Option

(right to buy)

(right to buy) Incentive Stock \$0.58

\$0.58

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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 <sup>*</sup> Sabry James H						2. Issuer Name and Ticker or Trading Symbol <u>CYTOKINETICS INC</u> [ CYTK ]								(Che	5. Relationship of Reporting Person(s) to Issue (Check all applicable) X Director 10% Owne					
						3. Date of Earliest Transaction (Month/Day/Year)														
(Last) (First) (Middle)					03/01/2006										X Office below	r (give title		Other ( below)	specify	
280 EAST GRAND AVENUE																Presiden	t and	I CEO		
										<b>F</b> il-	-l (8.4 4 /							: (Ohl: A	un a line la la	
(Street)					4. 17 /	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
SOUTHSAN															X Form filed by One Reporting Person					
FRANCISCO CA 94080															Form filed by More than One Reporting					
					-										Perso	n				
(City)	(S	tate)	(Zip)																	
		Tab	le I - N	lon-Deri	vative	Sec	urit	ies A	cquired, I	Dis	posed o	of, or B	enef	icial	ly Owne	d				
1. Title of	Security (Ins	str. 3)		2. Transa	ction	2A.	Dee	med	3.			rities Acq					6. O	wnership	7. Nature	
Date (Month/Day					ay/Year)	Execution Date, ) if any			Transact Code (In		Disposed Of (D) (Instr. 3 and 5)			3, 4	Securit Benefic		Form: Direct (D) or		of Indirect Beneficial	
					, ,	(Month/Day/Year)					<u> </u>			Own		d	Indirect (I) (Instr. 4)		Ownership (Instr. 4)	
									v	Amoun	(A)	or .		Report	Following Reported		u. 4)	(1150.4)		
						Code	ľ	Amoun			rice		Transaction(s) (Instr. 3 and 4)							
Common Stock 0					2006				М		6,91	.7 A		\$0.58	3 6	,917		D		
Common Stock 03					2006				<b>S</b> <sup>(1)</sup>		6,91	.7 E		\$7.1	5	0		D		
Common Stock 03					/01/2006				М		83	A		\$0.58	3	83		D		
Common Stock 0					2006			<b>S</b> <sup>(1)</sup>		83	I	)	\$7.13	3	0		D			
Common Stock														21	0,000		Ι	by Trust		
			Tabl						quired, Di s, options						vned					
1. Title of	2.	3. Transaction	3A. Dee		4.		5.		6. Date Exe			7. Title a			8. Price	9. Number	of	10.	11. Nature	
Derivative Security (Instr. 3)	Conversion or Exercise Price of	Date (Month/Day/Year)	Executi if any	cution Date, T		tion Nu nstr.of De		nber ivative	Expiration	Expiration Date Month/Day/Year		Amount Securitie Underlyi	unt of rities rlying		of Derivative Security	derivative Securities Beneficially		Ownership Form: Direct (D)	o of Indirect Beneficial Ownership	
Derivative Security							Securities Acquired						ative Security 3 and 4)		ty (Instr. 5)	Owned Following		or Indirect (I) (Instr.	(Instr. 4)	
						(A) or			(A) or Disposed			ľ				Reported Transaction(s)		4)		
			of (D)		D)								(Instr. 4)	n(s)						
						(Instr. 3, 4 and 5)														
						Γ				Т		i	Amo	unt						
													or Num	ber						
									Date		xpiration		of							
					Code	V	(A)	(D)	Exercisable		ate	Title	Sha	es						
Non- Qualified																				
Stock	\$0.58	03/01/2006			М			6,917	11/14/2000(2	2) 1	1/14/2010	Common	6,9	17	\$ <mark>0</mark>	63,670		D		
Option (right to												Stock								
buy)																			ļ	
Non-																				
Qualified Stock	\$0.58	03/01/2006			М			83	11/14/2000 <sup>(2</sup>		1/14/2010	Common	8	,	\$ <mark>0</mark>	63,587		D		
Option (right to	<b>•</b> •••••	00,01,2000							11/14/2000			Stock	ľ	~	<b>*</b> •			-		

Common

Stock

Common

Stock

62,500

172,413

62,500

172,413

D

D

09/28/1999<sup>(3)</sup> 09/28/2009

11/14/2000<sup>(2)</sup> 11/14/2010

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		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)	\$1.2							07/10/2002 <sup>(4)</sup>	07/10/2012	Common Stock	83,333		83,333	D	
Incentive Stock Option (right to buy)	\$1.2							05/21/2003 <sup>(5)</sup>	05/21/2013	Common Stock	75,000		75,000	D	
Incentive Stock Option (right to buy)	<b>\$</b> 6.5							04/08/2004 <sup>(6)</sup>	03/08/2014	Common Stock	66,943		66,943	D	
Incentive Stock Option (right to buy)	\$6.59							04/11/2005 <sup>(7)</sup>	04/11/2015	Common Stock	15,154		15,154	D	
Non- Qualified Stock Option (right to buy)	\$1.2							07/10/2002 <sup>(4)</sup>	07/10/2012	Common Stock	216,667		216,667	D	
Non- Qualified Stock Option (right to buy)	\$6.5							04/08/2004 <sup>(6)</sup>	03/08/2014	Common Stock	19,557		19,557	D	
Non- Qualified Stock Option (right to buy)	\$6.59							04/11/2005 <sup>(7)</sup>	04/11/2015	Common Stock	69,846		69,846	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 8, 2005.

2. When the ISO and NQ dated 11/14/00 are combined for a total grant of 250,000 shares, the option is immediately exercisable upon grant and shall vest as to 4,167 shares on 12/14/00 and the balance of 245,833 divided into equal monthly installments thereafter such that the option shall be 100% vested on 11/14/05.

3. This option is immediately exercisable upon grant and shall vest as to 15,625 shares on 05/01/99 and the balance of 46,875 divided into equal monthly installments thereafter such that the option shall be 100% vested on 05/01/02.

4. When the ISO and NQ dated 07/10/02 are combined for a total grant of 300,000 shares, the option is immediately exercisable upon grant and shall vest as to 5,000 shares on 04/15/02 and the balance of 295,000 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/15/07.

5. This option is immediately exercisable upon grant and shall vest as to 1,563 shares on 04/01/03 and the balance of 73,437 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/07.

6. When the ISO and NQ dated 03/08/04 are combined for a total grant of 86,500 shares, the option shall vest and become exercisable as to 1,802 shares on 04/08/04 and the balance of 84,698 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/08/08.

7. When the ISO and NQ dated 04/11/05 are combined for a total grant of 85,000 shares, the option shall vest and become exercisable as to 85,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.

James H. Sabry, M.D., Ph.D. 03/01/2006

\*\* 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.