

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>McDowell Caryn Gordon</u> <hr/> (Last) (First) (Middle) 280 EAST GRAND AVENUE <hr/> (Street) SOUTH SAN FRANCISCO CA 94080 <hr/> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>GC &amp; Chief Compliance Officer</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>09/06/2017</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person					

**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	09/06/2017		M <sup>(1)</sup>		1,432	A	\$6.67	19,801	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		200	D	\$14.1	19,601	D	
Common Stock	09/06/2017		M <sup>(1)</sup>		3,067	A	\$6.67	22,668	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		200	D	\$14.15	22,468	D	
Common Stock	09/06/2017		M <sup>(1)</sup>		5,732	A	\$6.37	28,200	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		898	D	\$14.2	27,302	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		400	D	\$14.25	26,902	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		100	D	\$14.275	26,802	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		302	D	\$14.3	26,500	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		200	D	\$14.35	26,300	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		200	D	\$14.375	26,100	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		400	D	\$14.4	25,700	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		600	D	\$14.45	25,100	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		200	D	\$14.475	24,900	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		200	D	\$14.5	24,700	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		200	D	\$14.525	24,500	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		200	D	\$14.575	24,300	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		700	D	\$14.6	23,600	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		300	D	\$14.625	23,300	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		200	D	\$14.65	23,100	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		500	D	\$14.7	22,600	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		200	D	\$14.725	22,400	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		600	D	\$14.75	21,800	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		400	D	\$14.775	21,400	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		400	D	\$14.8	21,000	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		100	D	\$14.825	20,900	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		724	D	\$14.85	20,176	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		600	D	\$14.9	19,576	D	
Common Stock	09/06/2017		S <sup>(2)</sup>		400	D	\$14.925	19,176	D	

**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	09/06/2017		S <sup>(2)</sup>		707	D	\$14.95	18,469	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					

**Explanation of Responses:**

- The exercise reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2017.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2017.

Caryn McDowell

09/08/2017

\*\* 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.