

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* <u>Sabry James H</u> _____ (Last) (First) (Middle) <u>280 EAST GRAND AVENUE</u> _____ (Street) <u>SOUTH SAN FRANCISCO CA 94080</u> _____ (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) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2006</u>	
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								210,000	I	by Trust

**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					
Incentive Stock Option (right to buy)	\$7.15	03/01/2006		A		18,464		03/01/2006 <sup>(1)</sup>	03/01/2016	Common Stock 18,464	\$0	18,464	D	
Non-Qualified Stock Option (right to buy)	\$7.15	03/01/2006		A		131,536		03/01/2006 <sup>(1)</sup>	03/01/2016	Common Stock 131,536	\$0	131,536	D	
Incentive Stock Option (right to buy)	\$0.58							09/28/1999 <sup>(2)</sup>	09/28/2009	Common Stock 62,500		62,500	D	
Incentive Stock Option (right to buy)	\$0.58							11/14/2000 <sup>(3)</sup>	11/14/2010	Common Stock 172,413		172,413	D	
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	

**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					
Incentive Stock Option (right to buy)	\$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)	\$0.58							11/14/2000 <sup>(3)</sup>	11/14/2010	Common Stock	63,587	63,587	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:**

- When the ISO and NQ dated 03/01/2006 are combined for a total grant of 150,000 shares, the option shall vest and become exercisable as to 150,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2010.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.      03/03/2006

\*\* 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.

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