

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> _____ (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>GC & Chief Compliance Officer</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>08/08/2017</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	08/08/2017		M ⁽¹⁾		1,391	A	\$6.67	21,570	D	
Common Stock	08/08/2017		S ⁽²⁾		300	D	\$12.35	21,270	D	
Common Stock	08/08/2017		M ⁽¹⁾		2,736	A	\$6.67	24,006	D	
Common Stock	08/08/2017		S ⁽²⁾		500	D	\$12.375	23,506	D	
Common Stock	08/08/2017		M ⁽¹⁾		5,411	A	\$6.37	28,917	D	
Common Stock	08/08/2017		S ⁽²⁾		3,200	D	\$12.4	25,717	D	
Common Stock	08/08/2017		S ⁽²⁾		800	D	\$12.425	24,917	D	
Common Stock	08/08/2017		S ⁽²⁾		2,300	D	\$12.45	22,617	D	
Common Stock	08/08/2017		S ⁽²⁾		200	D	\$12.475	22,417	D	
Common Stock	08/08/2017		S ⁽²⁾		300	D	\$12.5	22,117	D	
Common Stock	08/08/2017		S ⁽²⁾		700	D	\$12.625	21,417	D	
Common Stock	08/08/2017		S ⁽²⁾		500	D	\$12.65	20,917	D	
Common Stock	08/08/2017		S ⁽²⁾		538	D	\$12.7	20,379	D	
Common Stock	08/08/2017		S ⁽²⁾		200	D	\$12.725	20,179	D	
Common Stock	08/08/2017		S ⁽²⁾		1,810	D	\$12.45	18,369	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)	\$6.37	08/08/2017		M			5,411	05/29/2016	05/29/2025	Common Stock	5,411	\$0.0	24,589	D
Incentive Stock Option (right to buy)	\$6.67	08/08/2017		M			2,736	03/23/2016	02/23/2026	Common Stock	2,736	\$0.0	26,782	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
Non-Qualified Stock Option (right to buy)	\$6.67	08/08/2017		M			1,391	03/23/2016	02/23/2026	Common Stock	1,391	\$0.0	4,091	D	

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

08/10/2017

** 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.