

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*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>MCDADE MARK</u>			<u>CYTOKINETICS INC [CYTK]</u>			<input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
280 EAST GRAND AVENUE			05/22/2008					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)					
SOUTH SAN FRANCISCO	CA	94080						
(City)	(State)	(Zip)				<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			

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)
						Date Exercisable	Expiration Date					
Non-Qualified Stock Option (right to buy)	\$3.83	05/22/2008		A	15,000	06/22/2008 ⁽¹⁾	05/22/2018	Common Stock 15,000	\$0	15,000	D	
Non-Qualified Stock Option (right to buy)	\$6.55					05/24/2007	05/24/2017	Common Stock 10,000		10,000	D	
Non-Qualified Stock Option (right to buy)	\$6.78					04/05/2006 ⁽²⁾	04/05/2015	Common Stock 10,000		10,000	D	
Non-Qualified Stock Option (right to buy)	\$7.29					05/25/2006	05/25/2016	Common Stock 7,500		7,500	D	

Explanation of Responses:

- This option shall vest and become exercisable as to 15,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 22, 2009.
- This option shall vest and become exercisable as to 10,000 shares divided into equal annual installments such that the option shall be 100% vested on 04/05/2008.

By: Sharon Barbari For: Mark McDade 05/27/2008

** Signature of Reporting Person Date

* 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.