FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPRO	DVAL							
OMB Number:	3235-0287							
Expires:	December 31, 2014							
Estimated average burden								
hours per response	0.5							

1. Name and Address of Reporting Person* CHARPENTIER BONNIE			Issuer Name and Ticker or Trading Symbol CYTOKINETICS INC [CYTK]	5. Relationship of Reporting Person(s) to Issuer				
(Last) 280 EAST GR			3. Date of Earliest Transaction (Month/Day/Year) 02/26/2015	(Check all applicable) Director 10% Owner X Officer (give Other (specifitle below) below) SVP Regulatory & Compliance				
(Street) SOUTH SAN FRANCISCO	CA	94080	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person				
(City)	(State)	(Zip)		Form filed by More than One Reportin 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)	Code		4. Secu Acquired Dispose (Instr. 3	d (A) d of	or (D)	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)			

	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. Transac Code (Instr. 8		5. Number of and Expiration Date of Executities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (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 of Derivative Security: 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)	\$ 7.96	02/26/2015		A		22,187		03/26/2015 ⁽¹⁾	02/26/2025	Common Stock	22,187	\$ 0	22,187	D	
Non- Qualified Stock Option (right to buy)	\$ 7.96	02/26/2015		A		17,813		03/26/2015 ⁽¹⁾	02/26/2025	Common Stock	17,813	\$ 0	17,813	D	

Explanation of Responses:

1. When the ISO and NQ dated 02/26/2015 are combined for a total grant of 40,000 shares, the option shall vest and become exercisable as to 40,000 shares divided into equal monthly installments such that the option shall be 100% vested on 02/26/2019.

> By: Sharon A. Barbari For: 02/27/2015 Bonnie A. Charpentier

** Signature of Reporting Date Person

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.