

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* MORGANS DAVID J JR (Last) (First) (Middle) 280 EAST GRAND AVENUE (Street) SOUTH SAN FRANCISCO CA 94080 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CYTOKINETICS INC [CYTK]	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) EVP-Preclinical R&D
	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2011	
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							42,000	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)	\$1.57	02/28/2011		A		51,043		03/31/2011 ⁽¹⁾	02/28/2021	Common Stock 51,043	\$0	51,043	D	
Non-Qualified Stock Option (right to buy)	\$1.57	02/28/2011		A		123,957		03/31/2011 ⁽¹⁾	02/28/2021	Common Stock 123,957	\$0	123,957	D	
Incentive Stock Option (right to buy)	\$1.85							03/26/2009 ⁽²⁾	02/26/2019	Common Stock 43,751		43,751	D	
Incentive Stock Option (right to buy)	\$3.08							03/24/2010 ⁽³⁾	02/24/2020	Common Stock 37,442		37,442	D	
Incentive Stock Option (right to buy)	\$3.37							03/29/2008 ⁽⁴⁾	02/28/2018	Common Stock 27,714		27,714	D	
Incentive Stock Option (right to buy)	\$6.5							04/08/2004 ⁽⁵⁾	03/08/2014	Common Stock 34,000		34,000	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	Title	Amount or Number of Shares				
Incentive Stock Option (right to buy)	\$6.59							04/11/2005 ⁽⁶⁾	04/11/2015	Common Stock	35,995		35,995	D	
Incentive Stock Option (right to buy)	\$6.81							04/01/2007 ⁽⁷⁾	03/14/2017	Common Stock	14,810		14,810	D	
Incentive Stock Option (right to buy)	\$7.15							03/01/2006 ⁽⁸⁾	03/01/2016	Common Stock	15,388		15,388	D	
Non-Qualified Stock Option (right to buy)	\$1.85							03/26/2009 ⁽²⁾	02/26/2019	Common Stock	106,249		106,249	D	
Non-Qualified Stock Option (right to buy)	\$3.08							03/24/2010 ⁽³⁾	02/24/2020	Common Stock	97,558		97,558	D	
Non-Qualified Stock Option (right to buy)	\$3.37							03/29/2008 ⁽⁴⁾	02/28/2018	Common Stock	122,286		122,286	D	
Non-Qualified Stock Option (right to buy)	\$6.59							04/11/2005 ⁽⁶⁾	04/11/2015	Common Stock	14,005		14,005	D	
Non-Qualified Stock Option (right to buy)	\$6.81							04/01/2007 ⁽⁷⁾	03/14/2017	Common Stock	50,190		50,190	D	
Non-Qualified Stock Option (right to buy)	\$7.15							03/01/2006 ⁽⁸⁾	03/01/2016	Common Stock	44,612		44,612	D	

Explanation of Responses:

- When the ISO and NQ dated 02/28/2011 are combined for a total grant of 175,000 shares, the option shall vest and become exercisable as to 3,645 shares on 03/31/2011 and the balance of 171,355 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/28/2015.
- When the ISO and NQ dated 02/26/2009 are combined for a total grant of 150,000 shares, the option shall vest and become exercisable as to 3,125 shares on 03/26/09 and the balance of 146,875 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.
- When the ISO and NQ dated 02/24/2010 are combined for a total grant of 135,000 shares, the option shall vest and become exercisable as to 2,812 shares on 03/24/2010 and the balance of 132,188 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/24/2014.
- When the ISO and NQ dated 02/29/2008 are combined for a total grant of 150,000 shares, the option shall vest and become exercisable as to 3,125 shares on 03/29/08 and the balance of 146,875 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.
- This option shall vest and become exercisable as to 708 shares on 04/08/04 and the balance of 33,292 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 50,000 shares, the option shall vest and become exercisable as to 50,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.
- When the ISO and NQ dated 03/14/2007 are combined for a total grant of 65,000 shares, the option shall vest and become exercisable as to 1,354 shares on 04/01/07 and the balance of 63,646 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
- When the ISO and NQ dated 03/01/2006 are combined for a total grant of 60,000 shares, the option shall vest and become exercisable as to 60,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2010.

David J. Morgans, Jr. Ph.D. 03/01/2011

** 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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