

| OMB APPROVAL                                 |           |
|----------------------------------------------|-----------|
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

|                                                                                                                                                                                                                               |  |  |                                                                                 |  |  |                                                                                                                                                                                                                |  |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|---------------------------------------------------------------------------------|--|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person*<br><b>Jaw Ching</b><br>_____<br>(Last) (First) (Middle)<br><b>350 OYSTER POINT BLVD</b><br>_____<br>(Street)<br><b>SOUTH SAN FRANCISCO CA 94080</b><br>_____<br>(City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>CYTOKINETICS INC [ CYTK ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director _____ 10% Owner _____<br>Officer (give title below) _____ Other (specify below) _____<br><b>SVP Finance &amp; CFO</b>      |  |  |
|                                                                                                                                                                                                                               |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>03/02/2022</b>           |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |  |
|                                                                                                                                                                                                                               |  |  | 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                    | 03/02/2022                           |                                                    | F <sup>(1)</sup>               |   | 3,458                                                             | D          | \$37.63 | 52,619                                                                                        | D                                                        |                                                       |
| Common Stock                    | 03/02/2022                           |                                                    | A <sup>(2)</sup>               |   | 20,000                                                            | A          | \$0.0   | 72,619                                                                                        | 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)      | \$37.63                                                | 03/02/2022                           |                                                    | A                              |   | 3,862                                                                                  |     | (3)                                                      | 03/01/2032      | Common Stock                                                                      | 3,862                      | \$37.63                                    | 3,862                                                                                              | D                                                         |                                                        |
| Non-Qualified Stock Option (right to buy)  | \$37.63                                                | 03/02/2022                           |                                                    | A                              |   | 46,138                                                                                 |     | (3)                                                      | 03/01/2032      | Common Stock                                                                      | 46,138                     | \$37.63                                    | 46,138                                                                                             | D                                                         |                                                        |

**Explanation of Responses:**

- The reporting person is reporting the withholding of shares of common stock to satisfy the reporting persons withholding obligations in connection with the vesting of Restricted Stock Units vested on 03/02/2022 and does not represent a sale by the reporting person.
- Comprised of restricted stock units that will vest over 3 years, with 40% vesting on the 1-year anniversary of the grant, an additional 40% vesting on the 2-year anniversary of the grant, and the final 20% vesting on the 3-year anniversary of the grant.
- This option shall vest and become exercisable over 4 years, with shares divided into equal monthly installments, such that the option shall be 100% vested four years from the date of grant.

By: Robert Wong For: Ching Jaw 03/03/2022

\*\* 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.