FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL										
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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 Blum Robert I					2. Issuer Name and Ticker or Trading Symbol  CYTOKINETICS INC [ CYTK ]									(Che	Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner					
(Last)	,	•	(Middle)					liest Tra	insa	ction (Mo	onth/	Day/Year)	)		2			nt & (	below)	specify
		4. If A	Ameı	ndme	ent, Date	e of	Original	Filed	l (Month/D	Day/Ye	ear)	Line	) K Form fi Form fi	led by One	Repo	orting Perso	on			
(City)	(S	tate)	(Zip)													1 01301				
		Tab	le I - N			_			÷		Disp									
(Last) (First) (Mice 280 EAST GRAND AVENUE  (Street) SOUTH SAN FRANCISCO CA 940  (City) (State) (Zip Table 1. Title of Security (Instr. 3)  Common Stock  Common Stock  Common Stock  Common Stock  Common Stock  Common Stock  Incentive Security (Instr. 3) (Month/Day/Year) (Month/			Date		ear) if an		ecution Date, any		Transaction Code (Instr.		Disposed				Securiti Benefici Owned	es ially	Form: Direct (D) or Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
										Code	v	Amount		(A) or (D)	Price	Reporte Transac	ed ction(s)		,	
Common Stock				05/06/2009		<del>                                     </del>		_	M <sup>(1)</sup>		1,000		A	<u> </u>	23	23,460		D		
Common Stock				05/06/	2009	┡			4	S <sup>(2)</sup>		1,000	0	D	\$2	22	,460		D	1 7 .
Common	Stock															12	12,500			
Common	Charles   Company   Charles   Company   Charles   Company   Charles   Company   Comp									by Trust 2 <sup>(4)</sup>										
			Tabl													vned				
Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution if any	med on Date,	4. Transac	tion	5. Nur of Der Sec Acc (A) Dis of (	mber ivative curities quired or posed D) str. 3,	6. E	Date Exer	cisat Date	ole and	7. Tit Amor Secur Unde Deriv	le and unt of rities rlying rative S	Security	of Derivative Security	derivative Securities Beneficial Owned Following Reported Transaction	s Illy	Ownership Form: Direct (D) or Indirect (I) (Instr.	Beneficial Ownership
												0	r							
					Code	v	(A)	(D)					Title	0	f					
Stock Option (right to	\$1.2	05/06/2009			М			1,000	07/	/10/2002 <sup>(5</sup>	0,	7/10/2012			1,000	\$0	27,333	3	D	
Stock Option (right to	\$0.58								01/	/14/2000 <sup>(6</sup>	) 1	1/14/2010			12		12		D	
	\$1.2								05/	/21/2003 <sup>(7</sup>	0:	5/21/2013			37,500		37,500	0	D	
Incentive Stock Option (right to buy)	\$1.85								03/	/26/2009 <sup>(8</sup>	0:	2/26/2019			50,333		50,333	3	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)		ransaction Number of			6. Date Exerci Expiration Da (Month/Day/Y	7. Title ar Amount of Securities Underlyin Derivativo (Instr. 3 a	of s ng e Security	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)	\$2							12/18/2003 <sup>(9)</sup>	12/18/2013	Common Stock	27,500		27,500	D	
Incentive Stock Option (right to buy)	\$3.37							03/29/2008 <sup>(10)</sup>	02/28/2018	Common Stock	8,334		8,334	D	
Incentive Stock Option (right to buy)	\$6.59							04/11/2005 <sup>(11)</sup>	04/11/2015	Common Stock	45,000		45,000	D	
Incentive Stock Option (right to buy)	\$6.81							04/01/2007 <sup>(12)</sup>	03/14/2017	Common Stock	22,806		22,806	D	
Incentive Stock Option (right to buy)	\$7.15							03/01/2006 <sup>(13)</sup>	03/01/2016	Common Stock	28,494		28,494	D	
Non- Qualified Stock Option (right to buy)	\$1.2							07/10/2002 <sup>(5)</sup>	07/10/2012	Common Stock	12,264		12,264	D	
Non- Qualified Stock Option (right to buy)	\$1.85							03/26/2009 <sup>(8)</sup>	02/26/2019	Common Stock	224,667		224,667	D	
Non- Qualified Stock Option (right to buy)	\$2							12/18/2003 <sup>(9)</sup>	12/18/2013	Common Stock	48,692		48,692	D	
Non- Qualified Stock Option (right to buy)	\$3.37							03/29/2008 <sup>(10)</sup>	02/28/2018	Common Stock	191,666		191,666	D	
Non- Qualified Stock Option (right to buy)	\$6.81							04/01/2007 <sup>(12)</sup>	03/14/2017	Common Stock	227,194		227,194	D	
Non- Qualified Stock Option (right to buy)	\$7.15							03/01/2006 <sup>(13)</sup>	03/01/2016	Common Stock	71,506		71,506	D	

## ${\bf Explanation\ of\ Responses:}$

- $1. \ The exercise \ reported \ in \ this \ Form \ 4 \ was \ effected \ pursuant \ to \ a \ Rule \ 10b5-1 \ trading \ plan \ adopted \ by \ the \ reporting \ person \ on \ February \ 13, \ 2009.$
- 2. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 13, 2009.
- 3. Shares held by The Bridget Blum 2003 Irrevocable Trust.
- 4. Shares held by The Brittany Blum 2003 Irrevocable Trust.

- 5. When the ISO and NQ dated 07/10/02 are combined for a total grant of 150,000 shares, the option is immediately exercisable upon grant and shall vest as to 2,500 shares on 04/15/02 and the balance of 147,500 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/15/07.
- 6. This option is immediately exercisable upon grant and shall vest as to 25,000 shares on 11/14/00 and the balance of 87,500 divided into equal monthly installments thereafter such that the option shall be 100% vested on 11/14/05.
- 7. This option is immediately exercisable upon grant and shall vest as to 781 shares on 04/01/03 and the balance of 36,719 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/07.
- 8. When the ISO and NQ dated 02/26/2009 are combined for a total grant of 275,000 shares, the option shall vest and become exercisable as to 5,729 shares on 03/26/09 and the balance of 269,271 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.
- 9. When the ISO and NQ dated 12/18/03 are combined for a total grant of 141,925 shares, the option is immediately exercisable upon grant and shall vest as to 2,365 shares on 01/18/04 and the balance of 139,560 divided into equal monthly installments thereafter such that the option shall be 100% vested on 12/18/08.
- 10. When the ISO and NQ dated 02/29/2008 are combined for a total grant of 200,000 shares, the option shall vest and become exercisable as to 4,166 shares on 03/29/08 and the balance of 195,834 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.
- 11. This option shall vest and become exercisable as to 45,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.
- 12. When the ISO and NQ dated 03/14/2007 are combined for a total grant of 250,000 shares, the option shall vest and become exercisable as to 5,208 shares on 04/01/07 and the balance of 244,792 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
- 13. When the ISO and NQ dated 03/01/2006 are combined for a total grant of 100,000 shares, the option shall vest and become exercisable as to 100,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2010.

<u>Robert I. Blum</u> <u>05/08/2009</u>

\*\* 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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