

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* WOLFF ANDREW A (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) SVP Clinical R&D, CMO
	3. Date of Earliest Transaction (Month/Day/Year) 03/05/2012	
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							10,000	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
Incentive Stock Option (right to buy)	\$1.05	03/05/2012		A		58,665		04/05/2012 ⁽¹⁾	03/05/2022	Common Stock	58,665	\$0	58,665	D	
Non-Qualified Stock Option (right to buy)	\$1.05	03/05/2012		A		116,335		04/05/2012 ⁽¹⁾	03/05/2022	Common Stock	116,335	\$0	116,335	D	
Incentive Stock Option (right to buy)	\$1.57							03/31/2011 ⁽²⁾	02/28/2021	Common Stock	58,336		58,336	D	
Incentive Stock Option (right to buy)	\$1.85							03/26/2009 ⁽³⁾	02/26/2019	Common Stock	37,917		37,917	D	
Incentive Stock Option (right to buy)	\$3.08							03/24/2010 ⁽⁴⁾	02/24/2020	Common Stock	42,084		42,084	D	
Incentive Stock Option (right to buy)	\$3.37							03/29/2008 ⁽⁵⁾	02/28/2018	Common Stock	27,935		27,935	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	781		781	D	
Incentive Stock Option (right to buy)	\$6.81							04/01/2007 ⁽⁷⁾	03/14/2017	Common Stock	14,185		14,185	D	
Incentive Stock Option (right to buy)	\$7.15							03/01/2006 ⁽⁸⁾	03/01/2016	Common Stock	17,019		17,019	D	
Incentive Stock Option (right to buy)	\$9.91							09/20/2005 ⁽⁹⁾	10/20/2014	Common Stock	40,360		40,360	D	
Non-Qualified Stock Option (right to buy)	\$1.57							03/31/2011 ⁽²⁾	02/28/2021	Common Stock	141,664		141,664	D	
Non-Qualified Stock Option (right to buy)	\$1.85							03/26/2009 ⁽³⁾	02/26/2019	Common Stock	92,083		92,083	D	
Non-Qualified Stock Option (right to buy)	\$3.08							03/24/2010 ⁽⁴⁾	02/24/2020	Common Stock	92,916		92,916	D	
Non-Qualified Stock Option (right to buy)	\$3.37							03/29/2008 ⁽⁵⁾	02/28/2018	Common Stock	97,065		97,065	D	
Non-Qualified Stock Option (right to buy)	\$6.59							04/11/2005 ⁽⁶⁾	04/11/2015	Common Stock	11,719		11,719	D	
Non-Qualified Stock Option (right to buy)	\$6.81							04/01/2007 ⁽⁷⁾	03/14/2017	Common Stock	40,815		40,815	D	
Non-Qualified Stock Option (right to buy)	\$7.15							03/01/2006 ⁽⁸⁾	03/01/2016	Common Stock	42,981		42,981	D	
Non-Qualified Stock Option (right to buy)	\$9.91							09/20/2005 ⁽⁹⁾	10/20/2014	Common Stock	69,640		69,640	D	
Restricted Stock Units	⁽¹⁰⁾							⁽¹¹⁾	⁽¹¹⁾	Common Stock	175,000		175,000	D	

Explanation of Responses:

1. When the ISO and NQ dated 03/05/2012 are combined for a total grant of 175,000 shares, the option shall vest and become exercisable as to 3,645 shares on 04/05/2012 and the balance of 171,355 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/05/2016.
2. When the ISO and NQ dated 02/28/2011 are combined for a total grant of 200,000 shares, the option shall vest and become exercisable as to 4,166 shares on 03/31/2011 and the balance of 195,834 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/28/2015.
3. When the ISO and NQ dated 02/26/2009 are combined for a total grant of 130,000 shares, the option shall vest and become exercisable as to 2,708 shares on 03/26/09 and the balance of 127,292 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.
4. 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.
5. When the ISO and NQ dated 02/29/2008 are combined for a total grant of 125,000 shares, the option shall vest and become exercisable as to 2,604 shares on 03/29/08 and the balance of 122,396 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.
6. When the ISO and NQ dated 04/11/05 are combined for a total grant of 12,500 shares, the option shall vest and become exercisable as to 12,500 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.
7. When the ISO and NQ dated 03/14/2007 are combined for a total grant of 55,000 shares, the option shall vest and become exercisable as to 1,146 shares on 04/01/07 and the balance of 53,854 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
8. 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.
9. When the ISO and NQ dated 10/20/04 are combined for a total grant of 110,000 shares, the option shall vest and become exercisable as to 27,500 shares on 09/20/05 and the balance of 82,500 divided into equal monthly installments thereafter such that the option shall be 100% vested on 09/20/08.
10. Each restricted stock unit represents a contingent right to receive one share of CYTK common stock.
11. The restricted stock units vest in two equal annual installments. Vested shares will be delivered to the reporting person on 9/4/2012 and 9/3/2013.

Andrew A. Wolff, M.D. 03/07/2012

** 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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