CYTOKINETICS INC

Form 4 May 19, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

2005

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Check this box

if no longer

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

See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **GAGE L PATRICK**

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

CYTOKINETICS INC [CYTK]

3. Date of Earliest Transaction

(Month/Day/Year) 05/18/2011

X_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

(Check all applicable)

below)

280 EAST GRAND AVENUE

4. If Amendment, Date Original

(Instr. 8)

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

SOUTH SAN FRANCISCO, CA 94080

> (City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) 5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A) or

Following Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Ar Underlying Se (Instr. 3 and 4)

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | |
|---|------------------------------------|------------|------------------|------------|--|------------------|-----------------|-----------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 1.44 | 05/18/2011 | | A | 20,000 | 06/18/2011(1) | 05/18/2021 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 2.16 | | | | | 02/03/2011(2) | 01/03/2021 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 2.81 | | | | | 06/20/2010(3) | 05/20/2020 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 3.33 | | | | | 12/05/2009(4) | 11/05/2019 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--|---------------|-----------|---------|-------|--|
| • 9 | Director | 10% Owner | Officer | Other | |
| GAGE L PATRICK 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080 | X | | | | |

Signatures

By: Sharon Barbari For: L. Patrick

Gage 05/19/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) This option shall vest and become exercisable as to 20,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 18, 2012.
- (2) This option shall vest and become exercisable as to 46,296 shares divided into equal monthly installments such that the option shall be 100% vested on January 3, 2012.
- (3) This option shall vest and become exercisable as to 20,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 20, 2011.
- (4) This option shall vest and become exercisable as to 833 shares on 12/05/09 and the balance of 29,167 divided into equal monthly installments thereafter such that the option shall be 100% vested on 11/05/12.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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