Edgar Filing: CYTOKINETICS INC - Form 4

CYTOKINETI	CS INC										
Form 4 January 05, 201	2										
•								OMB A	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Check this b	ox		Washington, D.C. 2034)						January 31,		
if no longer subject to Section 16. Form 4 or	STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
Form 5 obligations may continue <i>See</i> Instruction 1(b).	e. Section 17(a) of the Pu	blic U	tility Hol	ding Co		ange Act of 1934, t of 1935 or Sectio 1940	response on	. 0.5		
(Print or Type Resp	ponses)										
1. Name and Address of Reporting Person <u>*</u> DOW STEPHEN M			ymbol	er Name an		C C	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			CYTO]	KINETIC	S INC	CYTK]					
(Last) C/O SEVIN RONOEL ROAD,	(N	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2012				X_ Director 10% Owner Officer (give title below) Other (specify below)					
	(Street) 4. If Amendm Filed(Month/D				-	nal	Applicable Line) _X_ Form filed by	_X_ Form filed by One Reporting Person			
DALLAS, TX	75240						Form filed by I Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-J	Derivativ	e Securities	Acquired, Disposed o	of, or Beneficia	lly Owned		
	Fransaction Date onth/Day/Year)	2A. Deemed Execution Da any (Month/Day/		3. Transactic Code (Instr. 8)	Dispose (Instr. 3	(A) or d of (D) , 4 and 5) (A) or	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							
Reminder: Report	on a separate line	e for each class	s of sec	urities bene	Pers infor requ	ons who re mation con ired to resp lays a curre	or indirectly. spond to the collect tained in this form ond unless the for ently valid OMB col	are not m	SEC 1474 (9-02)		

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/I	Day/Year)	(Instr. 8	8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right To Buy)	\$ 0.98	01/03/2012		А		51,020		02/03/2012 <u>(1)</u>	01/03/2022	Common Stock	51,020

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
DOW STEPHEN M C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240	Х			
Signatures				
John V. Jaggers, As Attorney-In-Fact	01.	/05/2012		
**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) Options vest and become exerciseable in equal monthly installments and shall be 100% vested on January 3, 2013.
- (2) This option was issued to the reporting person pursuant to the Cytokinetics 2004 Equity Incentive Plan in lieu of an annual cash retainer of \$20,000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.