

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* <u>Morgan Bradley Paul</u>  (Last) (First) (Middle) 280 EAST GRAND AVENUE  (Street) SOUTH SAN FRANCISCO CA 94080  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CYTOKINETICS INC [ CYTK ]</u>	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) <u>SVP Drug Discovery &amp; Early Dev</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/31/2017</u>	
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	08/31/2017		M <sup>(1)</sup>		16,666	A	\$6.67	63,107	D	
Common Stock	08/31/2017		S <sup>(2)</sup>		16,666	D	\$15	46,441	D	
Common Stock	08/31/2017		M <sup>(1)</sup>		15,206	A	\$7.96	61,647	D	
Common Stock	08/31/2017		S <sup>(2)</sup>		15,206	D	\$15	46,441	D	
Common Stock	08/31/2017		M <sup>(1)</sup>		2,294	A	\$7.96	48,735	D	
Common Stock	08/31/2017		S <sup>(2)</sup>		2,294	D	\$15	46,441	D	
Common Stock	08/31/2017		M <sup>(1)</sup>		11,552	A	\$9.65	57,993	D	
Common Stock	08/31/2017		S <sup>(2)</sup>		11,552	D	\$15	46,441	D	
Common Stock	08/31/2017		M <sup>(1)</sup>		13,448	A	\$9.65	59,889	D	
Common Stock	08/31/2017		S <sup>(2)</sup>		13,448	D	\$15	46,441	D	
Common Stock	08/31/2017		M <sup>(1)</sup>		3,795	A	\$6	50,236	D	
Common Stock	08/31/2017		S <sup>(2)</sup>		3,795	D	\$15	46,441	D	
Common Stock	08/31/2017		M <sup>(1)</sup>		21,204	A	\$6	67,645	D	
Common Stock	08/31/2017		S <sup>(2)</sup>		21,204	D	\$15	46,441	D	
Common Stock	08/31/2017		M <sup>(1)</sup>		1,079	A	\$6.3	47,520	D	
Common Stock	08/31/2017		S <sup>(2)</sup>		1,079	D	\$15	46,441	D	
Common Stock	08/31/2017		M <sup>(1)</sup>		13,920	A	\$6.3	60,361	D	
Common Stock	08/31/2017		S <sup>(2)</sup>		13,920	D	\$15	46,441	D	
Common Stock	08/31/2017		M <sup>(1)</sup>		617	A	\$9.42	47,058	D	
Common Stock	08/31/2017		S <sup>(2)</sup>		617	D	\$15	46,441	D	
Common Stock	08/31/2017		M <sup>(1)</sup>		11,883	A	\$9.42	58,324	D	
Common Stock	08/31/2017		S <sup>(2)</sup>		11,883	D	\$15	46,441	D	
Common Stock	08/31/2017		M <sup>(1)</sup>		694	A	\$11.1	47,135	D	
Common Stock	08/31/2017		S <sup>(2)</sup>		694	D	\$15	46,441	D	
Common Stock	08/31/2017		M <sup>(1)</sup>		2,639	A	\$11.1	49,080	D	
Common Stock	08/31/2017		S <sup>(2)</sup>		2,639	D	\$15	46,441	D	

**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	08/31/2017		M <sup>(1)</sup>		695	A	\$11.1	47,136	D	
Common Stock	08/31/2017		S <sup>(2)</sup>		695	D	\$15	46,441	D	
Common Stock	08/31/2017		M <sup>(1)</sup>		2,638	A	\$11.1	49,079	D	
Common Stock	08/31/2017		S <sup>(2)</sup>		2,638	D	\$15	46,441	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	08/31/2017		M		21,204		04/05/2013	03/05/2023	Common Stock	21,204	\$0.0	0	D	
Incentive Stock Option (right to buy)	\$6.3	08/31/2017		M		13,920		04/05/2012	03/05/2022	Common Stock	13,920	\$0.0	0	D	
Incentive Stock Option (right to buy)	\$7.96	08/31/2017		M		2,294		03/26/2015	02/26/2025	Common Stock	2,294	\$0.0	8,750	D	
Incentive Stock Option (right to buy)	\$9.42	08/31/2017		M		11,883		03/28/2011	02/28/2021	Common Stock	11,883	\$0.0	0	D	
Incentive Stock Option (right to buy)	\$9.65	08/31/2017		M		13,448		03/24/2014	02/24/2024	Common Stock	13,448	\$0.0	5,000	D	
Incentive Stock Option (right to buy)	\$11.1	08/31/2017		M		2,639		03/26/2009	02/26/2019	Common Stock	2,639	\$0.0	2,638	D	
Incentive Stock Option (right to buy)	\$11.1	08/31/2017		M		2,638		03/26/2009	02/26/2019	Common Stock	2,638	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$6	08/31/2017		M		3,795		04/05/2013	03/05/2023	Common Stock	3,795	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$6.3	08/31/2017		M		1,079		04/05/2012	03/05/2022	Common Stock	1,079	\$0.0	0	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				
Non-Qualified Stock Option (right to buy)	\$6.67	08/31/2017		M			16,666	03/23/2016	02/23/2026	Common Stock	16,666	\$0.0	14,517	D	
Non-Qualified Stock Option (right to buy)	\$7.96	08/31/2017		M			15,206	03/26/2015	02/26/2025	Common Stock	15,206	\$0.0	3,750	D	
Non-Qualified Stock Option (right to buy)	\$9.42	08/31/2017		M			617	03/28/2011	02/28/2021	Common Stock	617	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$9.65	08/31/2017		M			11,552	03/24/2014	02/24/2024	Common Stock	11,552	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$11.1	08/31/2017		M			694	03/26/2009	02/26/2019	Common Stock	694	\$0.0	695	D	
Non-Qualified Stock Option (right to buy)	\$11.1	08/31/2017		M			695	03/26/2009	02/26/2019	Common Stock	695	\$0.0	0	D	

**Explanation of Responses:**

- The exercise(s) reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 30, 2017.
- The sale(s) reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 30, 2017.

Bradley Morgan

09/01/2017

\*\* 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.**

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Cytokinetics, Incorporated (the Company), hereby constitutes and appoints Robert I. Blum Ching Jaw and Peter S. Roddy, and each of them, the undersigned's true and lawful attorney-in-fact to

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and

2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1 day of September, 2017.

Signature: /s/ Bradley P. Morgan

Print Name: Bradley P. Morgan