

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>Cragg David</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 Human Resources</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/04/2012</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	09/04/2012		M		62,500	A	(1)	78,975	D	
Common Stock	09/04/2012		F(2)		22,894	D	\$0.7598	56,081	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)	
					(A)	(D)	Date Exercisable	Expiration Date						
Restricted Stock Units	(1)	09/04/2012		M		62,500	(3)	(3)	Common Stock	62,500	\$0	62,500	D	
Incentive Stock Option (right to buy)	\$1.05						04/05/2012(4)	03/05/2022	Common Stock	50,625		50,625	D	
Incentive Stock Option (right to buy)	\$1.57						03/31/2011(5)	02/28/2021	Common Stock	44,547		44,547	D	
Incentive Stock Option (right to buy)	\$1.85						03/26/2009(6)	02/26/2019	Common Stock	35,466		35,466	D	
Incentive Stock Option (right to buy)	\$3.08						03/24/2010(7)	02/24/2020	Common Stock	42,762		42,762	D	
Incentive Stock Option (right to buy)	\$3.37						03/29/2008(8)	02/28/2018	Common Stock	20,418		20,418	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)				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)	\$6.81							04/01/2007 ⁽⁹⁾	03/14/2017	Common Stock	15,184		15,184	D	
Incentive Stock Option (right to buy)	\$7.15							03/01/2006 ⁽¹⁰⁾	03/01/2016	Common Stock	12,046		12,046	D	
Incentive Stock Option (right to buy)	\$9.52							02/01/2006 ⁽¹¹⁾	02/14/2015	Common Stock	34,846		34,846	D	
Non-Qualified Stock Option (right to buy)	\$1.05							04/05/2012 ⁽⁴⁾	03/05/2022	Common Stock	39,375		39,375	D	
Non-Qualified Stock Option (right to buy)	\$1.57							03/31/2011 ⁽⁵⁾	02/28/2021	Common Stock	55,453		55,453	D	
Non-Qualified Stock Option (right to buy)	\$1.85							03/26/2009 ⁽⁶⁾	02/26/2019	Common Stock	49,534		49,534	D	
Non-Qualified Stock Option (right to buy)	\$3.08							03/24/2010 ⁽⁷⁾	02/24/2020	Common Stock	47,238		47,238	D	
Non-Qualified Stock Option (right to buy)	\$3.37							03/29/2008 ⁽⁸⁾	02/28/2018	Common Stock	49,582		49,582	D	
Non-Qualified Stock Option (right to buy)	\$6.81							04/01/2007 ⁽⁹⁾	03/14/2017	Common Stock	34,816		34,816	D	
Non-Qualified Stock Option (right to buy)	\$7.15							03/01/2006 ⁽¹⁰⁾	03/01/2016	Common Stock	27,954		27,954	D	
Non-Qualified Stock Option (right to buy)	\$9.52							02/01/2006 ⁽¹¹⁾	02/14/2015	Common Stock	45,154		45,154	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of CYTK common stock at a purchase price of \$0.001 per share which is the current par value of the common stock.
- Shares withheld by Issuer to cover taxes associated with settlement of Restricted Stock Units
- 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.

4. When the ISO and NQ dated 03/05/2012 are combined for a total grant of 90,000 shares, the option shall vest and become exercisable as to 1,875 shares on 04/05/2012 and the balance of 88,125 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/05/2016.
5. When the ISO and NQ dated 02/28/2011 are combined for a total grant of 100,000 shares, the option shall vest and become exercisable as to 2,083 shares on 03/31/2011 and the balance of 97,917 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/28/2015.
6. When the ISO and NQ dated 02/26/2009 are combined for a total grant of 85,000 shares, the option shall vest and become exercisable as to 1,770 shares on 03/26/09 and the balance of 83,230 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.
7. When the ISO and NQ dated 02/24/2010 are combined for a total grant of 90,000 shares, the option shall vest and become exercisable as to 1,875 shares on 03/24/2010 and the balance of 88,125 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/24/2014.
8. When the ISO and NQ dated 02/29/2008 are combined for a total grant of 70,000 shares, the option shall vest and become exercisable as to 1,458 shares on 03/29/08 and the balance of 68,542 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.
9. When the ISO and NQ dated 03/14/2007 are combined for a total grant of 50,000 shares, the option shall vest and become exercisable as to 1,042 shares on 04/01/07 and the balance of 48,958 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
10. When the ISO and NQ dated 03/01/2006 are combined for a total grant of 40,000 shares, the option shall vest and become exercisable as to 40,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2010.
11. When the ISO and NQ dated 02/14/05 are combined for a total grant of 80,000 shares, the option shall vest and become exercisable as to 20,000 shares on 02/01/06 and the balance of 60,000 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/01/09.

David W. Cragg

09/05/2012

** 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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