

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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**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>Blum Robert I</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>CYTKINETICS INC [ CYTK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2011</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							18,416	D		
Common Stock							12,500	I	by Trust 1 <sup>(1)</sup>	
Common Stock							12,500	I	by Trust 2 <sup>(2)</sup>	

**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)	\$1.57	02/28/2011		A		62,459		03/31/2011 <sup>(3)</sup>	02/28/2021	Common Stock	62,459	\$0	62,459	D	
Non-Qualified Stock Option (right to buy)	\$1.57	02/28/2011		A		437,541		03/31/2011 <sup>(3)</sup>	02/28/2021	Common Stock	437,541	\$0	437,541	D	
Incentive Stock Option (right to buy)	\$0.58							01/14/2000 <sup>(4)</sup>	11/14/2010	Common Stock	12		12	D	
Incentive Stock Option (right to buy)	\$1.2							07/10/2002 <sup>(5)</sup>	07/10/2012	Common Stock	18,833		18,833	D	
Incentive Stock Option (right to buy)	\$1.2							05/21/2003 <sup>(6)</sup>	05/21/2013	Common Stock	32,500		32,500	D	
Incentive Stock Option (right to buy)	\$1.85							03/26/2009 <sup>(7)</sup>	02/26/2019	Common Stock	50,333		50,333	D	
Incentive Stock Option (right to buy)	\$2							12/18/2003 <sup>(8)</sup>	12/18/2013	Common Stock	27,500		27,500	D	
Incentive Stock Option (right to buy)	\$3.08							03/24/2010 <sup>(9)</sup>	02/24/2020	Common Stock	36,834		36,834	D	
Incentive Stock Option (right to buy)	\$3.37							03/29/2008 <sup>(10)</sup>	02/28/2018	Common Stock	8,334		8,334	D	

