

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Schnieders Elisabeth</u> (Last) (First) (Middle) 280 EAST GRAND AVENUE (Street) SOUTH SAN FRANCISCO CA 94080 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/01/2016	3. Issuer Name and Ticker or Trading Symbol CYTOKINETICS INC [CYTK]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Sr. VP, Business Development	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	16,485	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Incentive Stock Option (right to buy)	04/05/2013 ⁽¹⁾	03/05/2023	Common Stock	21,163	6	D
Incentive Stock Option (right to buy)	04/05/2012 ⁽²⁾	03/05/2022	Common Stock	14,990	6.3	D
Incentive Stock Option (right to buy)	03/23/2016 ⁽³⁾	02/23/2026	Common Stock	14,442	6.67	D
Incentive Stock Option (right to buy)	03/26/2015 ⁽⁴⁾	02/26/2025	Common Stock	11,043	7.96	D
Incentive Stock Option (right to buy)	03/28/2011 ⁽⁵⁾	02/28/2021	Common Stock	12,500	9.42	D
Incentive Stock Option (right to buy)	03/24/2014 ⁽⁶⁾	02/24/2024	Common Stock	18,419	9.65	D
Incentive Stock Option (right to buy)	03/26/2009 ⁽⁷⁾	02/26/2019	Common Stock	3,866	11.1	D
Incentive Stock Option (right to buy)	03/24/2010 ⁽⁸⁾	02/24/2020	Common Stock	8,666	18.48	D
Incentive Stock Option (right to buy)	03/29/2008 ⁽⁹⁾	02/28/2018	Common Stock	2,500	20.22	D
Incentive Stock Option (right to buy)	04/14/2007 ⁽¹⁰⁾	03/14/2017	Common Stock	2,000	40.86	D
Non-Qualified Stock Option (right to buy)	04/05/2013 ⁽¹⁾	03/05/2023	Common Stock	3,836	6	D
Non-Qualified Stock Option (right to buy)	04/05/2012 ⁽²⁾	03/05/2022	Common Stock	9	6.3	D
Non-Qualified Stock Option (right to buy)	03/23/2016 ⁽³⁾	02/23/2026	Common Stock	20,558	6.67	D
Non-Qualified Stock Option (right to buy)	03/26/2015 ⁽⁴⁾	02/26/2025	Common Stock	18,957	7.96	D
Non-Qualified Stock Option (right to buy)	03/24/2014 ⁽⁶⁾	02/24/2024	Common Stock	11,581	9.65	D

Explanation of Responses:

- When the ISO and NQ dated 03/05/2013 are combined for a total grant of 24,999 shares, the option shall vest and become exercisable as to 24,999 shares divided into equal monthly installments such that the option shall be 100% vested on 03/05/2017.
- When the ISO and NQ dated 03/05/2012 are combined for a total grant of 14,999 shares, the option vested and became exercisable as to 14,999 shares divided into equal monthly installments such that the option was 100% vested on 03/05/2016.
- When the ISO and NQ dated 02/23/2016 are combined for a total grant of 35,000 shares, the option shall vest and become exercisable as to 35,000 shares divided into equal monthly installments such that the option shall be 100% vested on 02/23/2020.

4. When the ISO and NQ dated 02/26/2015 are combined for a total grant of 30,000 shares, the option shall vest and become exercisable as to 30,000 shares divided into equal monthly installments such that the option shall be 100% vested on 02/26/2019.
5. This option vested and became exercisable as to 12,500 shares divided into equal monthly installments and became fully vested on 02/28/2015.
6. When the ISO and NQ dated 02/24/2014 are combined for a total grant of 30,000 shares, the option shall vest and become exercisable as to 30,000 shares divided into equal monthly installments such that the option shall be 100% vested on 02/24/2018.
7. This option vested and became exercisable as to 3,866 shares divided into equal monthly installments such that the option was 100% vested on 02/26/2013.
8. This option vested and became exercisable as to 8,666 shares divided into equal monthly installments such that the option was 100% vested on 02/24/2014.
9. This option vested and became exercisable as to 2,500 shares divided into equal monthly installments and became fully vested on 02/29/2012.
10. This option vested and became exercisable as to 2,000 shares divided into equal monthly installments and became fully vested on 03/01/2011.

Elisabeth Schnieders

12/05/2016

** 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 5 (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 Sharon A. Barbari and Robert I. Blum, 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 1st day of December, 2016.

Signature: /s/Elisabeth Schnieders

Print Name: Elisabeth Schnieders