FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

\$1.2

\$1.2

\$<mark>2</mark>

Incentive Stock

Option

Option

Option

(right to buy)

(right to buy) Incentive Stock

(right to buy) Incentive Stock

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

							`	<i>'</i>												
1. Name and Address of Reporting Person [*] Blum Robert I						2. Issuer Name and Ticker or Trading Symbol <u>CYTOKINETICS INC</u> [CYTK]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
-		3. Date of Earliest Transaction (Month/Day/Year)							1	Director				-						
(Last) (First) (Middle) 280 EAST GRAND AVENUE						03/15/2006									X Office below	r (give title)		Other (below)	specity	
																,	elop	ment & C	во	
(Street)					4. If Amendment, Date of Original Filed (Month/Day/Year)									 Individual or Joint/Group Filing (Check Applicable Line) 						
(Street)															,	filed by One Reporting Perso		on		
SOUTH SAN FRANCISCO CA 94080															orm filed by More than One Reporting					
															Perso	•			or thing	
(City) (State) (Zip) Table I - Non-Derivat 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Non-Decive)																				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 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. 4) 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 7. Nature of Indirect Beneficially Ownership (Instr. 4) opmmon Stock 03/15/2006 M 4,375 A \$0.58 69,375 D																			
					ction															
				ay/Year)	ifa	ny		Code (Ir			ea Or (D) (Inst	r. 3, 4	Benefic	ially (D)		or	Beneficial		
						(Month/Day/Year)			r) 8)							Following				
			Code						l,	Amoun			Price		Reported		·	. ,		
										Ľ		. ())	11100						
Common Stock				03/15/				М		4,37	5	A	\$0.5	8 69,375			D			
Common Stock				03/15/	03/15/2006				S ⁽¹⁾		4,37	5	D	\$7.0	1 65	5,000		D		
Common												12	2,500		Ι	by Trust 1 ⁽²⁾				
Common Stock														12	2,500			by Trust		
															<u></u>			2 ⁽³⁾		
			Tabl						quired, Di s, options						wned					
1. Title of	2	3 Transaction	3A. Der		4		_		6. Date Exe			7. Title		,	8. Price	9. Number	r of	10.	11. Nature	
1. Title of Derivative 2. 3. Transaction 3A. Deemed 4. 5. Derivative Conversion Date Execution Date, If any Transaction Number		nber	er Expiration Date Amount of						of	derivative		Ownership	of Indirect							
Security (Instr. 3) or Exercise Price of (Month/Day/Year) if any (Month/Day/Year) Code 8)							tr. of (Derivative		(Month/Day	//Yea	ir)	Securities Underlying			Derivative Security	Securities Beneficially		Form: Direct (D)	Beneficial Ownership	
. ,	Derivative		ľ				Securities				Derivative Sec (Instr. 3 and 4)			(Instr. 5)	Owned Following		or Indirect			
	Security		Acquired (A) or							(insu.	5 anu	4)		Reported						
							Dis of (posed								Transactic (Instr. 4)	on(s)			
							(Instr. 3, 4 and 5)									(1130. 4)				
						Γ				Т		<u> </u>	An	nount						
													or	mber						
							I		Date		xpiration		of							
					Code	V	(A)	(D)	Exercisable	; [[]	ate	Title	Sh	ares						
Incentive Stock						1														
Option	\$0.58	03/15/2006			М	1		4,375	01/14/2000(4)	1/14/2010	Commo		,375	\$ <mark>0</mark>	101,87	5	D		
(right to buy)																				

07/10/2002⁽⁵⁾

12/18/2003⁽⁷⁾

05/21/2003⁽⁶⁾ 05/21/2013

83,333

37,500

27,500

Common

Stock

Commor

Stock

Common

Stock

07/10/2012

12/18/2013

83,333

37,500

D

D

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) Price of Derivativ Security		3. Transaction Date (Month/Day/Year)	(e.g 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr.		5.		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title an Amount of Securities Underlyin Derivative (Instr. 3 a	of s ng e Security	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)	\$6.59							04/11/2005 ⁽⁸⁾	04/11/2015	Common Stock	45,000		45,000	D	
Incentive Stock Option (right to buy)	\$7.15							03/01/2006 ⁽⁹⁾	03/01/2016	Common Stock	28,494		28,494	D	
Non- Qualified Stock Option (right to buy)	\$1.2							07/10/2002 ⁽⁵⁾	07/10/2012	Common Stock	31,667		31,667	D	
Non- Qualified Stock Option (right to buy)	\$2							12/18/2003 ⁽⁷⁾	12/18/2013	Common Stock	114,425		114,425	D	
Non- Qualified Stock Option (right to buy)	\$7.15							03/01/2006 ⁽⁹⁾	03/01/2016	Common Stock	71,506		71,506	D	

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 17, 2005.

2. Shares held by The Bridget Blum 2003 Irrevocable Trust.

3. Shares held by The Brittany Blum 2003 Irrevocable Trust.

4. This option is immediately exercisable upon grant and shall vest as to 25,000 shares on 11/14/00 and the balance of 87,500 divided into equal monthly installments thereafter such that the option shall be 100% vested on 11/14/05.

5. When the ISO and NQ dated 07/10/02 are combined for a total grant of 150,000 shares, the option is immediately exercisable upon grant and shall vest as to 2,500 shares on 04/15/02 and the balance of 147,500 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/15/07.

6. This option is immediately exercisable upon grant and shall vest as to 781 shares on 04/01/03 and the balance of 36,719 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/07.

7. When the ISO and NQ dated 12/18/03 are combined for a total grant of 141,925 shares, the option is immediately exercisable upon grant and shall vest as to 2,365 shares on 01/18/04 and the balance of 139,560 divided into equal monthly installments thereafter such that the option shall be 100% vested on 12/18/08.

8. This option shall vest and become exercisable as to 45,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.

9. When the ISO and NQ dated 03/01/2006 are combined for a total grant of 100,000 shares, the option shall vest and become exercisable as to 100,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2010.

<u>Robert I. Blum</u>

** Signature of Reporting Person Date

03/16/2006

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.