### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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*						2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
BARBARI SHARON SURREY						CYTOKINETICS INC [ CYTK ]								Director 10% Owner						
(Last) (First) (Middle) 280 EAST GRAND AVENUE						3. Date of Earliest Transaction (Month/Day/Year) 02/26/2009								X Officer (give title below) Sr. VP, Finan			Other (specify below) ce & CFO			
						4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
(Street)						Line) X Form filed by One Repo														
SOUTH SAN FRANCISCO CA 94080														X Form filed by One Reporting Person Form filed by More than One Reporting						
					-									Person						
(City) (State) (Zip)																				
			le I - N						-	Dis	1			Ily Owne						
1. Title of Security (Instr. 3) 2. Transact Date (Month/Day						Exe if a	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired Disposed Of (D) (Instr. and 5)			or 5. Amo Securit Benefic Owned Follow	ies I ially (	Form (D) o	n: Direct r ect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A) o (D)	r Price	Report Transa	Reported Transaction(s) (Instr. 3 and 4)					
Common Stock														9,627		D				
			Tabl								sed of, o nvertible			)wned						
1. Title of Derivative Security (Instr. 3)		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)		4. Transaction Code (Instr		5. Number on of		6. Date Exercisable and Expiration Date (Month/Day/Year)		sable and e	7. Title a Amount Securitie Underlyi Derivativ Security and 4)	nd of ng e (Instr. 3	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)	Beneficial Ownership		
					Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Amoun or Number of Shares	1						
Incentive Stock Option (right to buy)	\$1.85	02/26/2009			A		43,752		03/26/2009	(1)	02/26/2019	Common Stock	43,752	\$0	43,75	2	D			
Non- Qualified Stock Option (right to buy)	\$1.85	02/26/2009			A		106,248		03/26/2009	(1)	02/26/2019	Common Stock	106,24	3 \$0	106,24	48	D			
Incentive Stock Option (right to buy)	<b>\$</b> 3.37								03/29/2008	(2)	02/28/2018	Common Stock	27,305		27,30	5	D			
Incentive Stock Option (right to buy)	\$6.59								04/11/2005	(3)	04/11/2015	Common Stock	1,031		1,031	I	D			
Incentive Stock Option (right to buy)	\$6.81								04/01/2007	(4)	03/14/2017	Common Stock	14,497		14,49	7	D			
Incentive Stock Option (right to buy)	\$7.15								03/01/2006	(5)	03/01/2016	Common Stock	16,785		16,78	5	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,	4. Transaction Code (Instr.		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)	\$9.95							09/07/2005 <sup>(6)</sup>	09/15/2014	Common Stock	40,200		40,200	D	
Non- Qualified Stock Option (right to buy)	<b>\$</b> 3.37							03/29/2008 <sup>(2)</sup>	02/28/2018	Common Stock	97,695		97,695	D	
Non- Qualified Stock Option (right to buy)	\$6.59							04/11/2005 <sup>(3)</sup>	04/11/2015	Common Stock	15,469		15,469	D	
Non- Qualified Stock Option (right to buy)	\$6.81							04/01/2007 <sup>(4)</sup>	03/14/2017	Common Stock	45,503		45,503	D	
Non- Qualified Stock Option (right to buy)	<b>\$</b> 7.15							03/01/2006 <sup>(5)</sup>	03/01/2016	Common Stock	43,215		43,215	D	
Non- Qualified Stock Option (right to buy)	<b>\$</b> 9.95							09/07/2005 <sup>(6)</sup>	09/15/2014	Common Stock	69,800		69,800	D	

#### Explanation of Responses:

1. When the ISO and NQ dated 02/26/2009 are combined for a total grant of 150,000 shares, the option shall vest and become exercisable as to 3,125 shares on 03/26/09 and the balance of 146,875 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.

2. When the ISO and NQ dated 02/29/2008 are combined for a total grant of 125,000 shares, the option shall vest and become exercisable as to 2,604 shares on 03/29/08 and the balance of 122,396 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.

3. When the ISO and NQ dated 04/11/05 are combined for a total grant of 16,500 shares, the option shall vest and become exercisable as to 16,500 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.

4. When the ISO and NQ dated 03/14/2007 are combined for a total grant of 60,000 shares, the option shall vest and become exercisable as to 1,250 shares on 04/01/07 and the balance of 58,750 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.

5. When the ISO and NQ dated 03/01/2006 are combined for a total grant of 60,000 shares, the option shall vest and become exercisable as to 60,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2010.

6. When the ISO and NQ dated 09/15/04 are combined for a total grant of 110,000 shares, the option shall vest and become exercisable as to 27,500 shares on 09/07/05 and the balance of 82,500 divided into equal monthly installments thereafter such that the option shall be 100% vested on 09/07/08.

#### <u>Sharon Barbari</u>

\*\* Signature of Reporting Person

02/27/2009

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  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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