

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <b>SMITH SANDFORD D</b>			2. Issuer Name and Ticker or Trading Symbol <b>CYTOKINETICS INC [ CYTK ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/27/2021</b>			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		
280 EAST GRAND AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	CA	94080						
(City)	(State)	(Zip)						

**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	12/27/2021		M		4,166	A	\$24.32	10,931 <sup>(1)</sup>	D	
Common Stock	12/27/2021		S		4,166	D	\$45.79	6,765 <sup>(1)</sup>	D	
Common Stock	12/27/2021		M		20,000	A	\$21.61	26,765 <sup>(1)</sup>	D	
Common Stock	12/27/2021		S		20,000	D	\$45.79	6,765 <sup>(1)</sup>	D	
Common Stock	12/27/2021		M		4,124	A	\$15.43	10,889 <sup>(1)</sup>	D	
Common Stock	12/27/2021		S		4,124	D	\$45.79	6,765 <sup>(1)</sup>	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$15.43	12/27/2021		M			4,124	02/12/2020	02/12/2030	Common Stock	4,124	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$21.61	12/27/2021		M			20,000	05/13/2021	05/13/2030	Common Stock	20,000	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$24.32	12/27/2021		M			4,166	06/12/2021	05/12/2031	Common Stock	4,166	\$0.0	5,834	D	

**Explanation of Responses:**

1. Amount includes 1,765 shares of common stock received at Reporting Person's election pursuant Issuer's stock in lieu of cash for all or part of directors' annual base retainer program.

By: Robert Wong For: 12/28/2021  
Sandford D. Smith

\*\* 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.

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.