

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)		
<u>GILBERT DENISE</u>			<u>CYTKINETICS INC [ CYTK ]</u>			<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)			6. Individual or Joint/Group Filing (Check Applicable Line)		
280 EAST GRAND AVENUE			05/22/2012					
(Street)	(City)	(State)	4. If Amendment, Date of Original Filed (Month/Day/Year)					
SOUTH SAN FRANCISCO CA 94080						<input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(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			

**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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$0.91	05/22/2012		A	25,000		06/22/2012 <sup>(1)</sup>	05/22/2022	Common Stock	25,000	\$0	25,000	D	
Non-Qualified Stock Option (right to buy)	\$1.44						06/18/2011 <sup>(2)</sup>	05/18/2021	Common Stock	20,000		20,000	D	
Non-Qualified Stock Option (right to buy)	\$1.85						06/21/2009 <sup>(3)</sup>	05/21/2019	Common Stock	15,000		15,000	D	
Non-Qualified Stock Option (right to buy)	\$2.81						06/20/2010 <sup>(4)</sup>	05/20/2020	Common Stock	20,000		20,000	D	
Non-Qualified Stock Option (right to buy)	\$3.87						06/14/2008 <sup>(5)</sup>	05/14/2018	Common Stock	30,000		30,000	D	

**Explanation of Responses:**

1. This option shall vest and become exercisable as to 25,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 22, 2013.

2. This option shall vest and become exercisable as to 20,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 18, 2012.
3. This option shall vest and become exercisable as to 15,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 21, 2010.
4. This option shall vest and become exercisable as to 20,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 20, 2011.
5. This option shall vest and become exercisable as to 833 shares on 06/14/08 and the balance of 29,167 divided into equal monthly installments thereafter such that the option shall be 100% vested on 05/14/11.

By: Sharon A. Barbari For:      05/23/2012  
Denise M. Gilbert

\*\* 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.**