

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

<p>1. Name and Address of Reporting Person*</p> <p><u>Sabry James H</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>280 EAST GRAND AVENUE</u></p> <hr/> <p>(Street)</p> <p><u>SOUTH SAN FRANCISCO CA 94080</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>CYTKINETICS INC [CYTK]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>11/13/2009</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p><input type="checkbox"/> Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
---	--	---

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	09/17/2009		G	V	2,000	D	\$0	30,260	D	
Common Stock	11/13/2009		S		9,060	D	\$3.34	21,200	D	
Common Stock	11/13/2009		S		19,500	D	\$3.35	1,700	D	
Common Stock	11/13/2009		S		1,700	D	\$3.36	0	D	
Common Stock	11/13/2009		M		35,940	A	\$0.58	35,940	D	
Common Stock	11/13/2009		S		10,440	D	\$3.34	25,500	D	
Common Stock	11/13/2009		S		23,500	D	\$3.35	2,000	D	
Common Stock	11/13/2009		S		1,504	D	\$3.36	496	D	
Common Stock	11/13/2009		S		496	D	\$3.37	0	D	
Common Stock	11/16/2009		M		50,267	A	\$1.2	50,267	D	
Common Stock	11/16/2009		S		100	D	\$3.38	50,167	D	
Common Stock	11/16/2009		M		15,733	A	\$1.2	65,900	D	
Common Stock	11/16/2009		S		541	D	\$3.39	65,359	D	
Common Stock	11/16/2009		S		6,255	D	\$3.4	59,104	D	
Common Stock	11/16/2009		S		8,498	D	\$3.41	50,606	D	
Common Stock	11/16/2009		S		400	D	\$3.415	50,206	D	
Common Stock	11/16/2009		S		31,306	D	\$3.42	18,900	D	
Common Stock	11/16/2009		S		8,594	D	\$3.43	10,306	D	
Common Stock	11/16/2009		S		5,066	D	\$3.44	5,240	D	
Common Stock	11/16/2009		S		5,240	D	\$3.45	0	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	Amount or Number of Shares				
Incentive Stock Option (right to buy)	\$0.58	11/13/2009		M			35,940	11/14/2000 ⁽¹⁾	11/14/2010	Common Stock	35,940	\$0	136,473	D	
Incentive Stock Option (right to buy)	\$1.2	11/16/2009		M			50,267	07/10/2002 ⁽²⁾	07/10/2012	Common Stock	50,267	\$0	33,066	D	
Non-Qualified Stock Option (right to buy)	\$1.2	11/16/2009		M			15,733	07/10/2002 ⁽²⁾	07/10/2012	Common Stock	15,733	\$0	145,521	D	
Incentive Stock Option (right to buy)	\$1.2							05/21/2003 ⁽³⁾	05/21/2013	Common Stock	75,000		75,000	D	
Incentive Stock Option (right to buy)	\$6.5							04/08/2004 ⁽⁴⁾	03/08/2014	Common Stock	66,943		66,943	D	
Incentive Stock Option (right to buy)	\$6.59							04/11/2005 ⁽⁵⁾	04/11/2015	Common Stock	15,154		15,154	D	
Incentive Stock Option (right to buy)	\$6.81							04/01/2007 ⁽⁶⁾	03/14/2017	Common Stock	11,091		11,091	D	
Incentive Stock Option (right to buy)	\$7.15							03/01/2006 ⁽⁷⁾	03/01/2016	Common Stock	18,464		18,464	D	
Non-Qualified Stock Option (right to buy)	\$6.5							04/08/2004 ⁽⁴⁾	03/08/2014	Common Stock	19,557		19,557	D	
Non-Qualified Stock Option (right to buy)	\$6.59							04/11/2005 ⁽⁵⁾	04/11/2015	Common Stock	69,846		69,846	D	
Non-Qualified Stock Option (right to buy)	\$6.81							04/01/2007 ⁽⁶⁾	03/14/2017	Common Stock	88,909		88,909	D	
Non-Qualified Stock Option (right to buy)	\$7.15							03/01/2006 ⁽⁷⁾	03/01/2016	Common Stock	131,536		131,536	D	

Explanation of Responses:

1. When the ISO and NQ dated 11/14/00 are combined for a total grant of 250,000 shares, the option is immediately exercisable upon grant and shall vest as to 4,167 shares on 12/14/00 and the balance of 245,833 divided into equal monthly installments thereafter such that the option shall be 100% vested on 11/14/05.

2. When the ISO and NQ dated 07/10/02 are combined for a total grant of 300,000 shares, the option is immediately exercisable upon grant and shall vest as to 5,000 shares on 04/15/02 and the balance of 295,000 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/15/07.
3. This option is immediately exercisable upon grant and shall vest as to 1,563 shares on 04/01/03 and the balance of 73,437 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/07.
4. When the ISO and NQ dated 03/08/04 are combined for a total grant of 86,500 shares, the option shall vest and become exercisable as to 1,802 shares on 04/08/04 and the balance of 84,698 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/08/08.
5. When the ISO and NQ dated 04/11/05 are combined for a total grant of 85,000 shares, the option shall vest and become exercisable as to 85,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.
6. When the ISO and NQ dated 03/14/2007 are combined for a total grant of 100,000 shares, the option shall vest and become exercisable as to 2,083 shares on 04/01/07 and the balance of 97,917 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
7. When the ISO and NQ dated 03/01/2006 are combined for a total grant of 150,000 shares, the option shall vest and become exercisable as to 150,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2010.

By: Sharon Barbari For: James H. Sabry, M.D., Ph.D. 11/17/2009

** 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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Cytokinetics, Incorporated (the Company), hereby constitutes and appoints Sharon 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 17 day of November, 2009.

Signature: /s/ L. James H. Sabry

Print Name: James H. Sabry, M.D., Ph.D.