

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* <u>Cragg David</u>			2. Issuer Name and Ticker or Trading Symbol <u>CYTOKINETICS INC [CYTK]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>SVP Human Resources</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2020</u>			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			
<u>280 EAST GRAND AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
<u>SOUTH SAN FRANCISCO</u>	<u>CA</u>	<u>94080</u>							

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	12/15/2020		M		7,423	A	\$9.42	147,639 ⁽¹⁾	D	
Common Stock	12/15/2020		F ⁽²⁾		4,745	D	\$21	142,894 ⁽¹⁾	D	
Common Stock	12/15/2020		M		9,243	A	\$9.42	152,137 ⁽¹⁾	D	
Common Stock	12/15/2020		F ⁽²⁾		5,908	D	\$21	146,229 ⁽¹⁾	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
Incentive Stock Option (right to buy)	\$9.42	12/15/2020		C ⁽³⁾		7,423		03/31/2011	02/28/2021	Common Stock	7,423	\$0.0	1 ⁽⁴⁾	D	
Non-Qualified Stock Option (right to buy)	\$9.42	12/15/2020		C ⁽³⁾		7,423		03/31/2011	02/28/2021	Common Stock	7,423	\$0.0	16,666	D	
Non-Qualified Stock Option (right to buy)	\$9.42	12/15/2020		M		7,423		03/31/2011	02/28/2021	Common Stock	7,423	\$0.0	9,243	D	
Non-Qualified Stock Option (right to buy)	\$9.42	12/15/2020		M		9,243		03/31/2011	02/28/2021	Common Stock	9,243	\$0.0	0	D	

Explanation of Responses:

- Includes up to 13,132 shares of common stock purchased pursuant to the Cytokinetics, Incorporated Employee Stock Purchase Plan.
- Transaction represents a "net exercise" of 9,243 outstanding non-qualified stock options granted on 2/28/2011 and 7,423 outstanding non-qualified stock options that result from the conversion on 12/15/20 of incentive stock options granted on 2/28/2011. The Reporting Person received 6,013 shares of Common Stock on the net exercise of a stock options to purchase an aggregate of 16,666 shares of Common Stock, with a remaining payable by Reporting Person to the Issuer of \$17.45. The Issuer withheld 10,653 shares of Common Stock underlying the stock options for payment of the exercise price and tax withholding using a stock price on 12/15/20 of \$21.00. In addition to the withholding of 10,653 shares of Common Stock, the Reporting Person will pay \$17.45 in cash to the Issuer for the remainder of his exercise price and tax liability.
- Incentive stock options granted on 2/28/2011 to purchase 7,423 shares at an exercise price of \$9.42 per share converted to non-qualified stock options to purchase 7,423 shares at an exercise price of \$9.42 per share as a result of a modification to the original grant to permit a "net exercise" of the stock options. Conversion transaction is permitted pursuant to the Issuer's Amended and Restated 2004 Equity Incentive Plan and the prior resolution of the Issuer's Compensation and Talent Committee of the Board of Directors.
- Number of derivative securities beneficially owned following reported transaction is zero (0). The 1 security that is reported is the result of rounding of shares attributable to Issuer's reverse stock split that occurred on 6/25/2013.

By: Robert Wong For: David Cragg 12/17/2020

** 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.