

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* MORGANS DAVID J JR			2. Issuer Name and Ticker or Trading Symbol CYTOKINETICS INC [CYTK]			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) SVP-Drug Discovery and Dev		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/17/2006			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 (Street) SOUTH SAN FRANCISCO CA 94080			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(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	04/17/2006		M		5,000	A	\$1	25,000	D	
Common Stock	04/17/2006		S ⁽¹⁾		5,000	D	\$7.34	20,000	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)	
						Date Exercisable	Expiration Date						Title
Incentive Stock Option (right to buy)	\$1	04/17/2006		M	5,000	03/14/2001 ⁽²⁾	03/14/2011	Common Stock	5,000	\$0	0	D	
Incentive Stock Option (right to buy)	\$0.58					11/14/2000 ⁽³⁾	11/14/2010	Common Stock	25,000		25,000	D	
Incentive Stock Option (right to buy)	\$1.2					07/10/2002 ⁽⁴⁾	07/10/2012	Common Stock	50,000		50,000	D	
Incentive Stock Option (right to buy)	\$1.2					05/21/2003 ⁽⁵⁾	05/21/2013	Common Stock	54,500		54,500	D	
Incentive Stock Option (right to buy)	\$6.5					04/08/2004 ⁽⁶⁾	03/08/2014	Common Stock	34,000		34,000	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)	\$6.59							04/11/2005 ⁽⁷⁾	04/11/2015	Common Stock	35,995		35,995	D	
Incentive Stock Option (right to buy)	\$7.15							03/01/2006 ⁽⁸⁾	03/01/2016	Common Stock	15,388		15,388	D	
Non-Qualified Stock Option (right to buy)	\$6.59							04/11/2005 ⁽⁷⁾	04/11/2015	Common Stock	14,005		14,005	D	
Non-Qualified Stock Option (right to buy)	\$7.15							03/01/2006 ⁽⁸⁾	03/01/2016	Common Stock	44,612		44,612	D	

Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 15, 2005.
- This option is immediately exercisable upon grant and shall vest as to 3,750 shares on 03/14/02 and the balance of 11,250 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/14/05.
- This option is immediately exercisable upon grant and shall vest as to 20,000 shares on 10/18/01 and the balance of 60,000 divided into equal monthly installments thereafter such that the option shall be 100% vested on 10/18/04.
- This option is immediately exercisable upon grant and shall vest as to 833 shares on 04/15/02 and the balance of 49,167 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/15/07.
- This option is immediately exercisable upon grant and shall vest as to 1,135 shares on 04/01/03 and the balance of 53,365 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/07.
- This option shall vest and become exercisable as to 708 shares on 04/08/04 and the balance of 33,292 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/08/08.
- When the ISO and NQ dated 04/11/05 are combined for a total grant of 50,000 shares, the option shall vest and become exercisable as to 50,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.
- 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.

By: Sharon Surrey-Barbari
For: David J. Morgans, Jr. 04/17/2006
Ph.D.

** 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 James H. Sabry, Sharon Surrey-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 April, 2006.

Signature: /s/ David J. Morgans, Jr.

Print Name: David J. Morgans, Jr.