FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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 [*] Cragg David					CY	2. Issuer Name and Ticker or Trading Symbol CYTOKINETICS INC [CYTK] 2. Data of Endicat Transaction (Manth/Dav(Xoor))								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) 280 EAST GRAND AVENUE						3. Date of Earliest Transaction (Month/Day/Year) 02/29/2008									X Officer (give title Other (specify below) below) V.P., Human Resources				specify
(Street) SOUTH SAN CA 94080				= 4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicat Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			on			
(City) (State) (Zip)																			
Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transacti Date (Month/Day)					ction	tion 2A. Deemed Execution Date,			quired, Disposed of, o 3. Transaction Code (Instr. 8)			ities Acqu	uired	(A) o	A) or 3, 4 Securities Beneficially Owned		Fori (D) (Indi	n: Direct r rect (I)	7. Nature of Indirect Beneficial Ownership
									Code	v	Amount	Amount (A) or (D)		Price	Followi Reporte Transac (Instr. 3	ed ction(s)	(Ins	tr. 4)	(Instr. 4)
Common	Common Stock					ative Securities Acquired, Disposed of, or Beneficial						,225		D					
			Tabl						quired, Dis s, options,						wned	9			-1
1. Title of Derivative Security (Instr. 3)	erivative Conversion Date Execution Date, ecurity or Exercise (Month/Day/Year) if any			4. Transactior Code (Instr 8)		on of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr and 4)		- 3	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly	y Direct (D) or Indirec (I) (Instr. 4)	Beneficial Ownership		
					Code	v	(A)	(D)	Date Exercisable		xpiration ate	Title	or	ount nber res					
Incentive Stock Option (right to buy)	\$3.37	02/29/2008			A		20,418		03/29/2008 ⁽¹) 0	2/28/2018	Common Stock	20,	418	\$0	20,418		D	
Non- Qualified Stock Option (right to buy)	\$3.37	02/29/2008			A		49,582		03/29/2008 ⁽¹) 0	2/28/2018	Common Stock	49,	582	\$0	49,582		D	
Incentive Stock Option (right to buy)	\$6.81								04/01/2007 ⁽²) 0	3/14/2017	Common Stock	15,	184		15,184		D	
Incentive Stock Option (right to buy)	\$7.15								03/01/2006 ⁽³) 0	3/01/2016	Common Stock	12,	046		12,046		D	
Incentive Stock Option (right to buy)	\$9.52								02/01/2006 ⁽⁴) 0	2/14/2015	Common Stock	34,	846		34,846		D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
Derivative Security	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		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				
Non- Qualified Stock Option (right to buy)	\$6.81							04/01/2007 ⁽²⁾	03/14/2017	Common Stock	34,816		34,816	D	
Non- Qualified Stock Option (right to buy)	\$7.15							03/01/2006 ⁽³⁾	03/01/2016	Common Stock	27,954		27,954	D	
Non- Qualified Stock Option (right to buy)	\$9.52							02/01/2006 ⁽⁴⁾	02/14/2015	Common Stock	45,154		45,154	D	

Explanation of Responses:

1. When the ISO and NQ dated 02/29/2008 are combined for a total grant of 70,000 shares, the option shall vest and become exercisable as to 1,458 shares on 03/29/08 and the balance of 68,542 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.

2. When the ISO and NQ dated 03/14/2007 are combined for a total grant of 50,000 shares, the option shall vest and become exercisable as to 1,042 shares on 04/01/07 and the balance of 48,958 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.

3. When the ISO and NQ dated 03/01/2006 are combined for a total grant of 40,000 shares, the option shall vest and become exercisable as to 40,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2010.

4. When the ISO and NQ dated 02/14/05 are combined for a total grant of 80,000 shares, the option shall vest and become exercisable as to 20,000 shares on 02/01/06 and the balance of 60,000 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/01/09.

David W. Cragg

** Signature of Reporting Person Date

03/03/2008

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.

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