

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>McDowell Caryn Gordon</u> _____ (Last) (First) (Middle) <u>280 EAST GRAND AVENUE</u> _____ (Street) <u>SOUTH SAN FRANCISCO CA 94080</u> _____ (City) (State) (Zip)			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>GC & Chief Compliance Officer</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>01/16/2018</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

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	01/16/2018		M ⁽¹⁾		77	A	\$6.67	15,077	D	
Common Stock	01/16/2018		s ⁽²⁾		77	D	\$9	15,000	D	
Common Stock	01/16/2018		M ⁽¹⁾		77	A	\$6.67	15,077	D	
Common Stock	01/16/2018		s ⁽²⁾		77	D	\$9	15,000	D	
Common Stock	01/16/2018		M ⁽¹⁾		652	A	\$6.67	15,652	D	
Common Stock	01/16/2018		s ⁽²⁾		652	D	\$9	15,000	D	
Common Stock	01/16/2018		M ⁽¹⁾		653	A	\$6.67	15,653	D	
Common Stock	01/16/2018		s ⁽²⁾		653	D	\$9	15,000	D	
Common Stock	01/16/2018		M ⁽¹⁾		625	A	\$6.37	15,625	D	
Common Stock	01/16/2018		s ⁽²⁾		625	D	\$9	15,000	D	
Common Stock	01/16/2018		M ⁽¹⁾		625	A	\$6.37	15,625	D	
Common Stock	01/16/2018		s ⁽²⁾		625	D	\$9	15,000	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
Incentive Stock Option (right to buy)	\$6.37	01/16/2018		M			625	05/29/2016	05/29/2025	Common Stock	625	\$0.0	11,250	D	
Incentive Stock Option (right to buy)	\$6.37	01/16/2018		M			625	05/29/2016	05/29/2025	Common Stock	625	\$0.0	10,625	D	
Incentive Stock Option (right to buy)	\$6.67	01/16/2018		M			652	03/23/2016	02/23/2026	Common Stock	652	\$0.0	18,691	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)	\$6.67	01/16/2018		M			653	03/23/2016	02/23/2026	Common Stock	653	\$0.0	18,038	D	
Non-Qualified Stock Option (right to buy)	\$6.67	01/16/2018		M			77	03/23/2016	02/23/2026	Common Stock	77	\$0.0	998	D	
Non-Qualified Stock Option (right to buy)	\$6.67	01/16/2018		M			77	03/23/2016	02/23/2026	Common Stock	77	\$0.0	921	D	

Explanation of Responses:

- The exercise reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2017.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2017.

Caryn McDowell

01/17/2018

** 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.