FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL										
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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

Name and Address of Reporting Person* Blum Robert I						2. Issuer Name and Ticker or Trading Symbol CYTOKINETICS INC [CYTK]								(Check	Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 02/26/2009									X Officer (give t below)			tle Other (s		
280 EAST GRAND AVENUE															P	resider	1t & C	CEO		
(Street) SOUTH SAN FRANCISCO CA 94080						4. If Amendment, Date of Original Filed (Month/Day/Year)									idual or Joint/Group Filing (Check Appli Form filed by One Reporting Person Form filed by More than One Reportin Person			on		
(City) (State) (Zip)																				
		Tab	le I - N	on-D	erivat	tive	Securit	ies A	cquired, I	Disp	osed o	of, o	r Bene	ficially	Owned		,			
1. Title of Security (Instr. 3)			Date	nsactio		2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Ir	Transaction Code (Instr.		4. Securities Acquired Disposed Of (D) (Instr. and 5)						ect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amoun	t	(A) or (D)	Price	Transaction (Instr. 3 and						
Common Sto	ock														22,460		D			
Common Stock															12,50	00		I	by Trust	
Common Stock															12,500		I		by Trust 2 ⁽²⁾	
			Table						quired, Dis s, options,						ed					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if Train		Transac Code (I		Derivative E		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amoun Securities Underlyi Derivative Security and 4)		erlying	ying Derivative		per of ve es ially	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisable		cpiration ate	Title		Amount or Number of Shares		Reporte Transac (Instr. 4	tion(s)			
Incentive Stock Option (right to buy)	\$1.85	02/26/2009			A		50,333		03/26/2009 ⁽³	0:	2/26/2019		mmon Stock	50,333	\$0	50,3	333	D		
Non-Qualified Stock Option (right to buy)	\$1.85	02/26/2009					224,667		03/26/2009 ⁽³	0:	2/26/2019		mmon Stock	224,667	\$0	224,6		D		
Incentive Stock Option (right to buy)	\$0.58								01/14/2000) 1	1/14/2010		ommon Stock	5,512		5,512		D		
Incentive Stock Option (right to buy)	\$1.2					L			07/10/2002(0	7/10/2012		ommon Stock	83,333	83,333		333	D		
Incentive Stock Option (right to buy)	\$1.2								05/21/2003	0:	5/21/2013		ommon Stock	37,500		37,5	500	D		
Incentive Stock Option (right to buy)	\$2								12/18/2003() 1:	2/18/2013		ommon Stock	27,500		27,5	500	D		
Incentive Stock Option (right to buy)	\$3.37								03/29/2008	0:	2/28/2018		ommon Stock	8,334		8,3	34	D		
Incentive Stock Option (right to buy)	\$6.59								04/11/2005	0	4/11/2015		mmon Stock	45,000		45,000		D		
Incentive Stock Option (right to buy)	\$6.81								04/01/2007 ⁽¹	0) 0	3/14/2017		mmon Stock	22,806		22,8	306	D		
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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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amo Securities Unde Derivative Secu and 4)	erlying	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 4)		
Incentive Stock Option (right to buy)	\$7.15							03/01/2006 ⁽¹¹⁾	03/01/2016	Common Stock	28,494		28,494	D	
Non-Qualified Stock Option (right to buy)	\$1.2							07/10/2002 ⁽⁵⁾	07/10/2012	Common Stock	12,264		12,264	D	
Non-Qualified Stock Option (right to buy)	\$2							12/18/2003 ⁽⁷⁾	12/18/2013	Common Stock	48,692		48,692	D	
Non-Qualified Stock Option (right to buy)	\$3.37							03/29/2008 ⁽⁸⁾	02/28/2018	Common Stock	191,666		191,666	D	
Non-Qualified Stock Option (right to buy)	\$6.81							04/01/2007 ⁽¹⁰⁾	03/14/2017	Common Stock	227,194		227,194	D	
Non-Qualified Stock Option (right to buy)	\$7.15							03/01/2006 ⁽¹¹⁾	03/01/2016	Common Stock	71,506		71,506	D	

Explanation of Responses:

- 1. Shares held by The Bridget Blum 2003 Irrevocable Trust.
- 2. Shares held by The Brittany Blum 2003 Irrevocable Trust.
- 3. When the ISO and NQ dated 02/26/2009 are combined for a total grant of 275,000 shares, the option shall vest and become exercisable as to 5,729 shares on 03/26/09 and the balance of 269,271 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.
- 4. This option is immediately exercisable upon grant and shall vest as to 25,000 shares on 11/14/00 and the balance of 87,500 divided into equal monthly installments thereafter such that the option shall be 100% vested on 11/14/05.
- 5. When the ISO and NQ dated 07/10/02 are combined for a total grant of 150,000 shares, the option is immediately exercisable upon grant and shall vest as to 2,500 shares on 04/15/02 and the balance of 147,500 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/15/07.
- 6. This option is immediately exercisable upon grant and shall vest as to 781 shares on 04/01/03 and the balance of 36,719 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/07.
- 7. When the ISO and NQ dated 12/18/03 are combined for a total grant of 141,925 shares, the option is immediately exercisable upon grant and shall vest as to 2,365 shares on 01/18/04 and the balance of 139,560 divided into equal monthly installments thereafter such that the option shall be 100% vested on 12/18/08.
- 8. When the ISO and NQ dated 02/29/2008 are combined for a total grant of 200,000 shares, the option shall vest and become exercisable as to 4,166 shares on 03/29/08 and the balance of 195,834 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.
- 9. This option shall vest and become exercisable as to 45,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.
- 10. When the ISO and NQ dated 03/14/2007 are combined for a total grant of 250,000 shares, the option shall vest and become exercisable as to 5,208 shares on 04/01/07 and the balance of 244,792 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
- 11. When the ISO and NQ dated 03/01/2006 are combined for a total grant of 100,000 shares, the option shall vest and become exercisable as to 100,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2010.

<u>Robert I. Blum</u> <u>02/27/2009</u>

** 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.

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