

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* <b>BARBARI SHARON SURREY</b> _____ (Last) (First) (Middle) <b>280 EAST GRAND AVENUE</b> _____ (Street) <b>SOUTH SAN FRANCISCO CA 94080</b> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>CYTOKINETICS INC [ CYTK ]</b>			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) <b>EVP, Finance &amp; CFO</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>03/05/2012</b>					
			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 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							19,127	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)	\$1.05	03/05/2012		A		58,665		04/05/2012 <sup>(1)</sup>	03/05/2022	Common Stock	58,665	\$0	58,665	D	
Non-Qualified Stock Option (right to buy)	\$1.05	03/05/2012		A		116,335		04/05/2012 <sup>(1)</sup>	03/05/2022	Common Stock	116,335	\$0	116,335	D	
Incentive Stock Option (right to buy)	\$1.57							03/31/2011 <sup>(2)</sup>	02/28/2021	Common Stock	58,335		58,335	D	
Incentive Stock Option (right to buy)	\$1.85							03/26/2009 <sup>(3)</sup>	02/26/2019	Common Stock	43,752		43,752	D	
Incentive Stock Option (right to buy)	\$3.08							03/24/2010 <sup>(4)</sup>	02/24/2020	Common Stock	38,581		38,581	D	
Incentive Stock Option (right to buy)	\$3.37							03/29/2008 <sup>(5)</sup>	02/28/2018	Common Stock	27,305		27,305	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 <sup>(6)</sup>	04/11/2015	Common Stock	1,031		1,031	D	
Incentive Stock Option (right to buy)	\$6.81							04/01/2007 <sup>(7)</sup>	03/14/2017	Common Stock	14,497		14,497	D	
Incentive Stock Option (right to buy)	\$7.15							03/01/2006 <sup>(8)</sup>	03/01/2016	Common Stock	16,785		16,785	D	
Incentive Stock Option (right to buy)	\$9.95							09/07/2005 <sup>(9)</sup>	09/15/2014	Common Stock	40,200		40,200	D	
Non-Qualified Stock Option (right to buy)	\$1.57							03/31/2011 <sup>(2)</sup>	02/28/2021	Common Stock	141,665		141,665	D	
Non-Qualified Stock Option (right to buy)	\$1.85							03/26/2009 <sup>(3)</sup>	02/26/2019	Common Stock	106,248		106,248	D	
Non-Qualified Stock Option (right to buy)	\$3.08							03/24/2010 <sup>(4)</sup>	02/24/2020	Common Stock	96,419		96,419	D	
Non-Qualified Stock Option (right to buy)	\$3.37							03/29/2008 <sup>(5)</sup>	02/28/2018	Common Stock	95,695		95,695	D	
Non-Qualified Stock Option (right to buy)	\$6.59							04/11/2005 <sup>(6)</sup>	04/11/2015	Common Stock	15,469		15,469	D	
Non-Qualified Stock Option (right to buy)	\$6.81							04/01/2007 <sup>(7)</sup>	03/14/2017	Common Stock	45,503		45,503	D	
Non-Qualified Stock Option (right to buy)	\$7.15							03/01/2006 <sup>(8)</sup>	03/01/2016	Common Stock	43,215		43,215	D	
Non-Qualified Stock Option (right to buy)	\$9.95							09/07/2005 <sup>(9)</sup>	09/15/2014	Common Stock	69,800		69,800	D	
Restricted Stock Units	<sup>(10)</sup>							<sup>(11)</sup>	<sup>(11)</sup>	Common Stock	200,000		200,000	D	

**Explanation of Responses:**

1. When the ISO and NQ dated 03/05/2012 are combined for a total grant of 175,000 shares, the option shall vest and become exercisable as to 3,645 shares on 04/05/2012 and the balance of 171,355 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/05/2016.
2. When the ISO and NQ dated 02/28/2011 are combined for a total grant of 200,000 shares, the option shall vest and become exercisable as to 4,166 shares on 03/31/2011 and the balance of 195,834 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/28/2015.
3. When the ISO and NQ dated 02/26/2009 are combined for a total grant of 150,000 shares, the option shall vest and become exercisable as to 3,125 shares on 03/26/09 and the balance of 146,875 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.
4. When the ISO and NQ dated 02/24/2010 are combined for a total grant of 135,000 shares, the option shall vest and become exercisable as to 2,812 shares on 03/24/2010 and the balance of 132,188 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/24/2014.
5. When the ISO and NQ dated 02/29/2008 are combined for a total grant of 125,000 shares, the option shall vest and become exercisable as to 2,604 shares on 03/29/08 and the balance of 122,396 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.
6. When the ISO and NQ dated 04/11/05 are combined for a total grant of 16,500 shares, the option shall vest and become exercisable as to 16,500 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.
7. When the ISO and NQ dated 03/14/2007 are combined for a total grant of 60,000 shares, the option shall vest and become exercisable as to 1,250 shares on 04/01/07 and the balance of 58,750 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
8. 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.
9. When the ISO and NQ dated 09/15/04 are combined for a total grant of 110,000 shares, the option shall vest and become exercisable as to 27,500 shares on 09/07/05 and the balance of 82,500 divided into equal monthly installments thereafter such that the option shall be 100% vested on 09/07/08.
10. Each restricted stock unit represents a contingent right to receive one share of CYTK common stock.
11. The restricted stock units vest in two equal annual installments. Vested shares will be delivered to the reporting person on 9/4/2012 and 9/3/2013.

Sharon Barbari

03/07/2012

\*\* 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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