

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* <u>Morgan Bradley Paul</u> (Last) (First) (Middle) 280 EAST GRAND AVENUE (Street) SOUTH SAN FRANCISCO CA 94080 (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>SVP Drug Discovery & Early Dev</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2006</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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					
Incentive Stock Option (right to buy)	\$6	03/05/2013		A	21,204	04/05/2013 ⁽¹⁾	03/05/2023	Common Stock	21,204	\$0.0	21,204	D
Incentive Stock Option (right to buy)	\$6.3	03/05/2012		A	13,920	04/05/2012 ⁽²⁾	03/05/2022	Common Stock	13,920	\$0.0	13,920	D
Incentive Stock Option (right to buy)	\$6.67	02/23/2016		A	18,817	03/23/2016 ⁽³⁾	02/23/2026	Common Stock	18,817	\$0.0	18,817	D
Incentive Stock Option (right to buy)	\$7.96	02/26/2015		A	11,044	03/26/2015 ⁽⁴⁾	02/26/2025	Common Stock	11,044	\$0.0	11,044	D
Incentive Stock Option (right to buy)	\$9.42	02/28/2011		A	11,883	03/28/2011 ⁽⁵⁾	02/28/2021	Common Stock	11,883	\$0.0	11,883	D
Incentive Stock Option (right to buy)	\$9.65	02/24/2014		A	18,448	03/24/2014 ⁽⁶⁾	02/24/2024	Common Stock	18,448	\$0.0	18,448	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)	\$11.1	02/26/2009		A		2,638		03/26/2009 ⁽⁷⁾	02/26/2019	Common Stock	2,638	\$0.0	2,638	D	
Incentive Stock Option (right to buy)	\$11.1	02/26/2009		A		2,639		03/26/2009 ⁽⁷⁾	02/26/2019	Common Stock	2,639	\$0.0	5,277	D	
Incentive Stock Option (right to buy)	\$18.48	02/24/2010		A		3,333		03/24/2010 ⁽⁸⁾	02/24/2020	Common Stock	3,333	\$0.0	3,333	D	
Incentive Stock Option (right to buy)	\$18.48	02/24/2010		A		4,278		03/24/2010 ⁽⁹⁾	02/24/2020	Common Stock	4,278	\$0.0	7,611	D	
Incentive Stock Option (right to buy)	\$20.22	02/29/2008		A		2,101		03/29/2008 ⁽¹⁰⁾	02/28/2018	Common Stock	2,101	\$0.0	2,101	D	
Incentive Stock Option (right to buy)	\$40.86	03/14/2007		A		3,106		04/14/2007 ⁽¹¹⁾	03/14/2017	Common Stock	3,106	\$0.0	3,106	D	
Incentive Stock Option (right to buy)	\$42.24	03/15/2006		A		5,000		04/01/2006 ⁽¹²⁾	03/15/2016	Common Stock	5,000	\$0.0	5,000	D	
Non-Qualified Stock Option (right to buy)	\$6	03/05/2013		A		3,795		04/05/2013 ⁽¹⁾	03/05/2023	Common Stock	3,795	\$0.0	3,795	D	
Non-Qualified Stock Option (right to buy)	\$6.3	03/05/2012		A		1,079		04/05/2012 ⁽²⁾	03/05/2022	Common Stock	1,079	\$0.0	1,079	D	
Non-Qualified Stock Option (right to buy)	\$6.67	02/23/2016		A		31,183		03/23/2016 ⁽³⁾	02/23/2026	Common Stock	31,183	\$0.0	31,183	D	
Non-Qualified Stock Option (right to buy)	\$7.96	02/26/2015		A		18,956		03/26/2015 ⁽⁴⁾	02/26/2025	Common Stock	18,956	\$0.0	18,956	D	
Non-Qualified Stock Option (right to buy)	\$9.42	02/28/2011		A		617		03/28/2011 ⁽⁵⁾	02/28/2021	Common Stock	617	\$0.0	617	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				
Non-Qualified Stock Option (right to buy)	\$9.65	02/24/2014		A		11,552		03/24/2014 ⁽⁶⁾	02/24/2024	Common Stock	11,552	\$0.0	11,552	D	
Non-Qualified Stock Option (right to buy)	\$11.1	02/26/2009		A		695		03/26/2009 ⁽⁷⁾	02/26/2019	Common Stock	695	\$0.0	695	D	
Non-Qualified Stock Option (right to buy)	\$11.1	02/26/2009		A		694		03/26/2009 ⁽⁷⁾	02/26/2019	Common Stock	694	\$0.0	1,389	D	
Non-Qualified Stock Option (right to buy)	\$18.48	02/24/2010		A		721		03/24/2010 ⁽⁹⁾	02/24/2020	Common Stock	721	\$0.0	721	D	
Non-Qualified Stock Option (right to buy)	\$20.22	02/29/2008		A		1,033		03/29/2008 ⁽¹⁰⁾	02/28/2018	Common Stock	1,033	\$0.0	1,033	D	
Non-Qualified Stock Option (right to buy)	\$40.86	03/14/2007		A		193		04/14/2007 ⁽¹¹⁾	03/14/2017	Common Stock	193	\$0.0	193	D	

Explanation of Responses:

- When the ISO and NQ dated 03/05/2013 are combined for a total grant of 24,999 shares, the option shall vest and become exercisable as to 520 shares on 04/05/2013 and the balance of 24,479 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/05/2017.
- When the ISO and NQ dated 03/05/2012 are combined for a total grant of 14,999 shares, the option shall vest and become exercisable as to 312 shares on 04/05/2012 and the balance of 14,687 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/05/2016.
- When the ISO and NQ dated 02/23/2016 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 02/23/2020.
- When the ISO and NQ dated 02/26/2015 are combined for a total grant of 30,000 shares, the option shall vest and become exercisable as to 625 shares on 03/26/2015 and the balance of 29,375 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/2019.
- When the ISO and NQ dated 02/28/2011 are combined for a total grant of 12,500 shares, the option shall vest and become exercisable as to 260 shares on 03/31/2011 and the balance of 12,240 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/28/2015.
- When the ISO and NQ dated 02/24/2014 are combined for a total grant of 30,000 shares, the option shall vest and become exercisable as to 625 shares on 03/24/2014 and the balance of 29,375 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/24/2018.
- When the ISO and NQ's dated 02/26/2009 are combined for a total grant of 6,666 shares, the option shall vest and become exercisable as to 138 shares on 03/26/09 and the balance of 6,528 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.
- This option shall vest and become exercisable as to 69 shares on 03/24/10 and the balance of 3,264 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/24/14.
- When the ISO and NQ dated 03/05/2012 are combined for a total grant of 14,999 shares, the option shall vest and become exercisable as to 104 shares on 03/24/2010 and the balance of 4,895 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/24/2014.
- When the ISO and NQ dated 02/29/2008 are combined for a total grant of 3,134 shares, the option shall vest and become exercisable as to 65 shares on 03/29/08 and the balance of 3,069 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.
- When the ISO and NQ dated 03/14/2007 are combined for a total grant of 3,299 shares, the option shall vest and become exercisable as to 68 shares on 04/01/07 and the balance of 3,231 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
- This option shall vest and become exercisable as to 104 shares on 04/01/06 and the balance of 4,896 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/10.

Bradley Morgan

02/25/2016

** 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 Sharon A. 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 16th day of November, 2015.

Signature: /s/Bradley Morgan

Print Name: Bradley Morgan