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

			n*														ng Pe	rson(s) to Is	ssuer	
HEND	CYTOKINETICS INC [CYTK]  3. Date of Earliest Transaction (Month/Day/Year) 05/22/2013  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Execution Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Code (Instr. 8)  Code V Amount (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Code V Amount (A) or Price (Instr. 3 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned							10% Owner												
(Last)	,	· ·	(Middle)					inai	isaction (we	J11011/	Day/ ( car)					.0		Other (s	specify	
280 EAS	ST GRAND	AVENUE			4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
	( )	A 9	94080												X Form filed by One Reporting Person Form filed by More than One Reporting					
(City) (State) (Zip)																				
	·	Tab	le I - N	on-Deriv	/ative S	Sec	urities	s Ac	auired. [	Dist	osed of	f. or Be	nef	cially	Owned	<u> </u>				
(Last) (First) (Middle)  280 EAST GRAND AVENUE  (Street)  SOUTH SAN FRANCISCO  (City) (State) (Zip)  Table I - Non-Derivative Common Stock  Common Stock  Table II - Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  Non-Qualified Stock  Stock  (Middle)  4080  Table II - Non-Derivative (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  Conversion Oberivative Security  (Month/Day/Year)  Conversion Oberivative Security  (Month/Day/Year)  Conversion Oberivative Security  (Month/Day/Year)  Conversion Oberivative Security  (Month/Day/Year)  Conversion Oberivative Security				ction	Exe y/Year) if a		A. Deemed recution Date, any		Transaction Disposed Code (Instr. and 5)		ities Acquired (		(A) or	5. Amount of Securities Beneficially Owned		Forn (D) o Indir	n: Direct or ect (I)	of Indirect Beneficial Ownership		
									Code	v	Amount	(A) (D)	or Price		Reporte Transac	d tion(s)	(Inst	r. 4)	(Instr. 4)	
Common	Stock														1,:	500		D		
Common	Stock														5	00				
			(Middle)  (Middle)  (Middle)  (Middle)  (Middle)  (Middle)  (A) If Amendment, Date of Criginal Filed (Month/Day/Year)  (Zip)  (Xip)  (Cip)  (A) Ointary Filing (Check Applicable)  (A) Securities Acquired (A) or Securities Beneficially Owned  (A) Ointary Filing (Check Applicable)  (A) Securities Acquired (A) or Securities Acquired (A) or Securities Acquired (A) or Ointary Filing (Check Applicable)  (A) Ointa																	
Derivative Security	2. 3. Transaction Date Secution Date Secution Date, or Exercise (Month/Day/Year) (Month/Day/Year)		4. Transaction Code (Instr.		5. Number 6. Derivative (PSecurities Acquired (A) or Disposed of (D) (Instr. 3, 4		6. Date Exercisable and Expiration Date		ble and	7. Title and Amount of Securities Underlying Derivative Security (Instant)		er. 3	of Derivative Security	derivative Securities Beneficial Owned Following Reported Transacti	e s Ily	Ownership Form: Direct (D) or Indirect (I) (Instr.	of Indirect Beneficial Ownership			
					Code	v	(A)	(D)				Title	or Nui of	nber						
Qualified	\$1.13	05/22/2013										Common	Г		\$0	25,000	0	D		
Non- Qualified Stock Option (right to buy)	\$0.6702								02/02/2013	(2)	01/02/2023		130	),558		130,55	i8	D		
Non- Qualified Stock Option (right to buy)	\$0.91								06/22/2012	(3)	05/22/2022		25	,000,		25,000	0	D		
Non- Qualified Stock Option (right to buy)	\$0.98								02/03/2012	(4)	01/03/2022		51	,020		51,020	0	D		
Non- Qualified Stock Option (right to buy)	\$1.44								06/18/2011 <sup>(</sup>	(5)	05/18/2021		20	,000		20,000	0	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)		Transaction of Code (Instr. Derivative		6. Date Exerci Expiration Da (Month/Day/Yo	7. Title a Amount Securitie Underlyi Derivativ Security and 4)	of es ng re	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)	Beneficial Ownership		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Qualified Stock Option (right to buy)	\$1.75							05/01/2009 <sup>(6)</sup>	04/01/2019	Common Stock	21,428		21,428	D	
Non- Qualified Stock Option (right to buy)	\$1.85							06/21/2009 <sup>(7)</sup>	05/21/2019	Common Stock	15,000		15,000	D	
Non- Qualified Stock Option (right to buy)	\$1.95							03/19/2009 <sup>(8)</sup>	02/19/2019	Common Stock	30,000		30,000	D	
Non- Qualified Stock Option (right to buy)	\$2.16							02/03/2011 <sup>(9)</sup>	01/03/2021	Common Stock	23,148		23,148	D	
Non- Qualified Stock Option (right to buy)	\$2.81							06/20/2010 <sup>(10)</sup>	05/20/2020	Common Stock	20,000		20,000	D	
Non- Qualified Stock Option (right to buy)	\$3.11							02/04/2010 <sup>(11)</sup>	01/04/2020	Common Stock	16,077		16,077	D	

## **Explanation of Responses:**

- 1. This option shall vest and become exercisable as to 25,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 22, 2014.
- 2. This option shall vest and become exercisable as to 130,558 shares divided into equal monthly installments such that the option shall be 100% vested on January 2, 2014.
- 3. This option shall vest and become exercisable as to 25,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 22, 2013.
- 4. This option shall vest and become exercisable as to 51,020 shares divided into equal monthly installments such that the option shall be 100% vested on January 3, 2013.
- 5. This option shall vest and become exercisable as to 20,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 18, 2012.
- $6. \ This \ option \ shall \ vest \ and \ become \ exercisable \ as \ to \ 21,428 \ shares \ divided \ into \ equal \ monthly \ installments such that \ the \ option \ shall \ be \ 100\% \ vested \ on \ January \ 1, \ 2010.$
- 7. This option shall vest and become exercisable as to 15,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 21, 2010.
- 8. This option shall vest and become exercisable as to 833 shares on 03/19/09 and the balance of 29,167 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/19/12.
- 9. This option shall vest and become exercisable as to 23,148 shares divided into equal monthly installments such that the option shall be 100% vested on January 3, 2012.
- 10. This option shall vest and become exercisable as to 20,000 shares divided into equal monthly installments such that the option shall be 100% vested on May 20, 2011.
- 11. This option shall vest and become exercisable as to 16,077 shares divided into equal monthly installments such that the option shall be 100% vested on January 4, 2011.

By: Sharon A. Barbari For: John T. Henderson 05/29/2013

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.