FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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*  MORGANS DAVID J JR					2. Issuer Name and Ticker or Trading Symbol  CYTOKINETICS INC [ CYTK ]									Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director  10% Owner					
,	,	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 09/15/2006									X Office below	er (give title v)	cove	Other ( below)	specify	
(Street) SOUTH SAN FRANCISCO CA 94080				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person						
(S	tate) (	(Zip)																	
	Tab	le I - N	lon-Deriv	vative :	Sec	urit	ies A	cquired, [	Disp	osed o	of, or	Bene	ficia	lly Owne	ed				
Security (Ins	str. 3)		Date		Exe if a	cutiony	on Date	Code (In						Securi Benefi Owned	ties cially I	Fori (D) (	m: Direct or irect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amoun	t (	A) or D)	Price	Repor Trans	Reported Transaction(s) (Instr. 3 and 4)				
Stock			09/15/2	2006	_			M <sup>(1)</sup>		5,00	0	A		_	0,000		D		
Stock								S <sup>(2)</sup>		<u> </u>		D					D		
	Т	able II												y Owned					
1. Title of 2. 3. Transaction Derivative Conversion Date Execution Date, or Exercise (Month/Day/Year) if any				Code (Instr.		Number E		Expiration D	Expiration Date		and 4)			8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	ly	Ownership Form: y Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
				Code	v	(A)	(D)	Date Exercisable			Title	or Nu of	mber						
\$1.2	09/15/2006			M			5,000	07/10/2002 <sup>(3</sup>	07	//10/2012			,000	\$0	25,000		D		
\$1.2								05/21/2003 <sup>(4)</sup>	05	5/21/2013		on 54	,500		54,500		D		
\$6.5								04/08/2004 <sup>(5)</sup>	03	5/08/2014			₹,000		34,000		D		
\$6.59								04/11/2005 <sup>(6)</sup>	04	//11/2015			5,995		35,995		D		
\$7.15								03/01/2006 <sup>(7)</sup>	03	5/01/2016			5,388		15,388		D		
	(For GRAND (ST G	(First) (First) (ST GRAND AVENUE  SAN (State) (State) (State) (State) (Stock 1 Stock 1 Stock 2. (Stock 2. (Month/Day/Year) Price of Derivative Security  \$1.2 (09/15/2006)  \$1.2 (1.2)	(First) (Middle) ST GRAND AVENUE  SAN ISCO CA 94080  (State) (Zip)  Table I - N  Security (Instr. 3)  2. Table II  2. Conversion or Exercise (Month/Day/Year) Price of Derivative Security  \$1.2 09/15/2006  \$1.2 \$6.5	(First) (Middle)  ST GRAND AVENUE  SAN CA 94080  (State) (Zip)  Table I - Non-Deriv Security (Instr. 3)  2. Transactor Date (Month/Date) 1. Stock 09/15/2  2. Conversion or Exercise (Month/Day/Year)  Price of Derivative Security  \$1.2 09/15/2006  \$1.2 09/15/2006	SANS DAVID J JR  (First) (Middle)  ST GRAND AVENUE  SSAN (State) (Zip)  Table I - Non-Derivative  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  09/15/2006  Table II - Derivative Security  2. Table II - Derivative Security  (e.g., puts, circle, grand of the put of th	SAN   SAN   SCO   CA   94080   State   CA   94080   Security (Instr. 3)   Security (In	CYTOKIN  (First) (Middle) ST GRAND AVENUE  Table I - Non-Derivative Security  (State) (Zip)  Table I - Non-Derivative Security  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  1. Stock  1. Stock  1. Stock  1. Stock  2. Transaction (John Conversion Date (John Conversion Of Exercise Price of Derivative Security (Month/Day/Year)  2. Transaction Date (John Conversion Date (John Conversion Of Exercise Price of Month/Day/Year)  2. Transaction Date (John Conversion Date (John Code (Instr. Of B))  Stock  3. Transaction Date (John Code (Instr. Of B))  Security  3. Deemed Execution Date, (John Code (Instr. Of B))  Code (Instr. Of B)  Stock  Code V (A)  \$1.2  \$6.5  \$6.5  \$6.5	CYTOKINETI   3. Date of Earliest Trace   3. Date of Earlies Trace   3. Date of Earliest Trace   3. Date of Earliest Trace   3. Date of Earliest Trace   3. Date of Earlies	Cytokinetics   City	CYTOKINETICS INC   CYTOKINETIC	Carrier   Carr	SANS DAVID J JR	CYTOKINETICS INC   CYTK	CYTOKINETICS INC   CYTK	Cytokinetics   Cyto	Concert   Content   Cont	Check all applicable   Code   Code	CYTOKINETICS   INC   CYTK   CYTK	

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)	\$6.59							04/11/2005 <sup>(6)</sup>	04/11/2015	Common Stock	14,005		14,005	D	
Non- Qualified Stock Option (right to buy)	\$7.15							03/01/2006 <sup>(7)</sup>	03/01/2016	Common Stock	44,612		44,612	D	

## Explanation of Responses:

- 1. The exercise reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 15, 2005.
- 2. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 15, 2005.
- 3. This option is immediately exercisable upon grant and shall vest as to 833 shares on 04/15/02 and the balance of 49,167 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/15/07
- 4. This option is immediately exercisable upon grant and shall vest as to 1,135 shares on 04/01/03 and the balance of 53,365 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/07.
- 5. This option shall vest and become exercisable as to 708 shares on 04/08/04 and the balance of 33,292 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/08/08.
- 6. When the ISO and NQ dated 04/11/05 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 03/01/2009.
- 7. 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.

David J. Morgans, Jr., Ph.D. 09/18/2006

\*\* 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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