

WOLFF ANDREW A

Form 4

March 04, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WOLFF ANDREW A

(Last) (First) (Middle)

280 EAST GRAND AVENUE

(Street)

SOUTH SAN
FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CYTOKINETICS INC [CYTK]

3. Date of Earliest Transaction
(Month/Day/Year)
02/29/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SVP Clinical R&D, CMO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(D)	Price

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Ar Underlying Se
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Incentive Stock Option (right to buy)	\$ 3.37	02/29/2008	A		27,935		03/29/2008 ⁽¹⁾	02/28/2018	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 3.37	02/29/2008	A		97,065		03/29/2008 ⁽¹⁾	02/28/2018	Common Stock	
Incentive Stock Option (right to buy)	\$ 6.59						04/11/2005 ⁽²⁾	04/11/2015	Common Stock	
Incentive Stock Option (right to buy)	\$ 6.81						04/01/2007 ⁽³⁾	03/14/2017	Common Stock	
Incentive Stock Option (right to buy)	\$ 7.15						03/01/2006 ⁽⁴⁾	03/01/2016	Common Stock	
Incentive Stock Option (right to buy)	\$ 9.91						09/20/2005 ⁽⁵⁾	10/20/2014	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 6.59						04/11/2005 ⁽²⁾	04/11/2015	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 6.81						04/01/2007 ⁽³⁾	03/14/2017	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 7.15						03/01/2006 ⁽⁴⁾	03/01/2016	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 9.91						09/20/2005 ⁽⁵⁾	10/20/2014	Common Stock	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WOLFF ANDREW A
280 EAST GRAND AVENUE
SOUTH SAN FRANCISCO, CA 94080

SVP Clinical R&D, CMO

Signatures

Andrew A.
Wolff, M.D. 03/03/2008

__Signature of Reporting
Person Date

Explanation of Responses:

- * 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).
 - (1) 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.
 - (2) When the ISO and NQ dated 04/11/05 are combined for a total grant of 12,500 shares, the option shall vest and become exercisable as to 12,500 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.
 - (3) When the ISO and NQ dated 03/14/2007 are combined for a total grant of 55,000 shares, the option shall vest and become exercisable as to 1,146 shares on 04/01/07 and the balance of 53,854 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
 - (4) 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.
 - (5) When the ISO and NQ dated 10/20/04 are combined for a total grant of 110,000 shares, the option shall vest and become exercisable as to 27,500 shares on 09/20/05 and the balance of 82,500 divided into equal monthly installments thereafter such that the option shall be 100% vested on 09/20/08.

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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