

Sabry James H
Form 4
May 01, 2007

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sabry James H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

280 EAST GRAND AVENUE

04/24/2007

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/24/2007		G	450 D \$ 0	199,050	I	by Trust
Common Stock	04/24/2007		G	450 D \$ 0	198,600	I	by Trust
Common Stock	04/24/2007		G	450 D \$ 0	198,150	I	by Trust

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Incentive Stock Option (right to buy)	\$ 0.58					09/28/1999 ⁽¹⁾	09/28/2009	Common Stock	62,5
Incentive Stock Option (right to buy)	\$ 0.58					11/14/2000 ⁽²⁾	11/14/2010	Common Stock	172,4
Incentive Stock Option (right to buy)	\$ 1.2					07/10/2002 ⁽³⁾	07/10/2012	Common Stock	83,3
Incentive Stock Option (right to buy)	\$ 1.2					05/21/2003 ⁽⁴⁾	05/21/2013	Common Stock	75,0
Incentive Stock Option (right to buy)	\$ 6.5					04/08/2004 ⁽⁵⁾	03/08/2014	Common Stock	66,9
Incentive Stock Option (right to buy)	\$ 6.59					04/11/2005 ⁽⁶⁾	04/11/2015	Common Stock	15,1
Incentive Stock Option (right to buy)	\$ 6.81					04/01/2007 ⁽⁷⁾	03/14/2017	Common Stock	11,0
Incentive Stock Option (right to buy)	\$ 7.15					03/01/2006 ⁽⁸⁾	03/01/2016	Common Stock	18,4
Non-Qualified Stock Option (right to buy)	\$ 0.58					11/14/2000 ⁽²⁾	11/14/2010	Common Stock	5,1
	\$ 1.2					07/10/2002 ⁽³⁾	07/10/2012		198,

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When the ISO and NQ dated 04/11/05 are combined for a total grant of 85,000 shares, the option shall vest and become exercisable as to 85,000 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 03/14/2007 are combined for a total grant of 100,000 shares, the option shall vest and become exercisable as to 2,083 shares on 04/01/07 and the balance of 97,917 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 150,000 shares, the option shall vest and become exercisable as to 150,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2010.

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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