

TRAUTMAN JAY K

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *

TRAUTMAN JAY K

(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
☒ Officer (give title below) ____ Other (specify below)

VP, Discovery Research

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

☒ 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 Ownership (Instr. 4)
Common Stock			Code V	Amount (D) Price	48,807	D	

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)**

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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 Ar Underlying Se (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	21,662	03/29/2008 ⁽¹⁾		02/28/2018		Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 3.37	02/29/2008		A	38,338	03/29/2008 ⁽¹⁾		02/28/2018		Common Stock	
Incentive Stock Option (right to buy)	\$ 6.5					04/08/2004 ⁽²⁾		03/08/2014		Common Stock	
Incentive Stock Option (right to buy)	\$ 6.59					04/11/2005 ⁽³⁾		04/11/2015		Common Stock	
Incentive Stock Option (right to buy)	\$ 6.81					04/01/2007 ⁽⁴⁾		03/14/2017		Common Stock	
Incentive Stock Option (right to buy)	\$ 6.88					01/07/2006 ⁽⁵⁾		12/15/2015		Common Stock	
Incentive Stock Option (right to buy)	\$ 7.15					03/01/2006 ⁽⁶⁾		03/01/2016		Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 6.81					04/01/2007 ⁽⁴⁾		03/14/2017		Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 6.88					01/07/2006 ⁽⁵⁾		12/15/2015		Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 7.15					03/01/2006 ⁽⁶⁾		03/01/2016		Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer

Other

TRAUTMAN JAY K
280 EAST GRAND AVENUE
SOUTH SAN FRANCISCO, CA 94080

VP, Discovery Research

Signatures

Jay K. Trautman,
Ph.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 60,000 shares, the option shall vest and become exercisable as to 1,250 shares on 03/29/08 and the balance of 58,750 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.

(2) This option shall vest and become exercisable as to 521 shares on 04/08/04 and the balance of 24,479 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/08/08.

(3) This option shall vest and become exercisable as to 30,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.

(4) When the ISO and NQ dated 03/14/2007 are combined for a total grant of 40,000 shares, the option shall vest and become exercisable as to 833 shares on 04/01/07 and the balance of 39,167 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.

(5) When the ISO and NQ dated 12/15/05 are combined for a total grant of 65,000 shares, the option shall vest and become exercisable as to 65,000 shares divided into equal monthly installments such that the option shall be 100% vested on 12/07/2009.

(6) When the ISO and NQ dated 03/01/2006 are combined for a total grant of 40,000 shares, the option shall vest and become exercisable as to 40,000 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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