

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-04-08** | Period of Report: **2013-04-01**
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REPORTING OWNER

PARSHALL B LYNNE

CIK: **1073385**

Type: **4** | Act: **34** | File No.: **000-50633** | Film No.: **13747665**

Mailing Address
*2855 GAZELLE COURT
CARLSBAD CA 92010*

ISSUER

CYTOKINETICS INC

CIK: **1061983** | IRS No.: **943291317** | Fiscal Year End: **1231**

SIC: **2834** Pharmaceutical preparations

Mailing Address
*280 EAST GRAND AVENUE
SOUTH SAN FRANCISCO CA.
94080*

Business Address
*280 EAST GRAND AVENUE
SOUTH SAN FRANCISCO CA
94080
(650) 624-3000*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person PARSHALL B LYNNE			2. Issuer Name and Ticker or Trading Symbol CYTKINETICS INC [CYTK]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2013					
280 EAST GRAND AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$1.14	04/01/2013		A		28,782		05/01/2013 ⁽¹⁾	04/01/2023	Common Stock	28,782	\$0.456 ⁽²⁾	28,782	D	
Non-Qualified Stock Option (right to buy)	\$1.1							03/07/2013 ⁽³⁾	02/07/2023	Common Stock	50,000		50,000	D	

Explanation of Responses:

1. This option shall vest and become exercisable as to 28,782 shares divided into equal monthly installments such that the option shall be 100% vested on January 1, 2014.

2. This option was issued to the reporting person pursuant to the Cytokinetics 2004 Equity Incentive Plan in lieu of an annual retainer of \$26,250.00.
3. This 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 February 7, 2016.

Signatures

By: Sharon A. Barbari For: B. Lynne Parshall

** Signature of Reporting Person

04/08/2013

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.

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.