

MORGANS DAVID J JR
 Form 4
 February 04, 2009

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

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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 *
 MORGANS DAVID J JR

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)
 280 EAST GRAND AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/02/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP-Preclinical R&D

SOUTH SAN FRANCISCO, CA 94080

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

(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)
				(A) or (D) Code V Amount Price			
Common Stock	02/02/2009		S ⁽¹⁾	100 D \$ 2.07	69,400	D	
Common Stock	02/02/2009		S ⁽¹⁾	400 D \$ 2.1067	69,000	D	
Common Stock	02/02/2009		S ⁽¹⁾	400 D \$ 2.1099	68,600	D	
Common Stock	02/02/2009		S ⁽¹⁾	500 D \$ 2.13	68,100	D	
Common Stock	02/02/2009		S ⁽¹⁾	500 D \$ 2.15	67,600	D	

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Common Stock	02/02/2009	S ⁽¹⁾	300	D	\$ 2.1522	67,300	D
Common Stock	02/02/2009	S ⁽¹⁾	1,050	D	\$ 2.16	66,250	D
Common Stock	02/02/2009	S ⁽¹⁾	300	D	\$ 2.1633	65,950	D
Common Stock	02/02/2009	S ⁽¹⁾	950	D	\$ 2.17	65,000	D
Common Stock	02/02/2009	S ⁽¹⁾	500	D	\$ 2.19	64,500	D

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

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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)	\$ 3.37					03/29/2008 ⁽²⁾	02/28/2018	Common Stock	27,7
Incentive Stock Option (right to buy)	\$ 6.5					04/08/2004 ⁽³⁾	03/08/2014	Common Stock	34,0
Incentive Stock Option (right to buy)	\$ 6.59					04/11/2005 ⁽⁴⁾	04/11/2015	Common Stock	35,9
Incentive Stock Option (right to buy)	\$ 6.81					04/01/2007 ⁽⁵⁾	03/14/2017	Common Stock	14,8
Incentive Stock Option	\$ 7.15					03/01/2006 ⁽⁶⁾	03/01/2016	Common Stock	15,3

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