

CYTOKINETICS INC  
 Form 3  
 December 05, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * Å Schnieders Elisabeth (Last) (First) (Middle)  280 EAST GRAND AVENUE (Street)  SOUTH SAN FRANCISCO, Å CA Å 94080 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/01/2016	3. Issuer Name and Ticker or Trading Symbol CYTOKINETICS INC [CYTK]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Sr. VP, Business Development	5. 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
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	16,485	D	Å

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Incentive Stock Option (right to buy)	04/05/2013 <sup>(1)</sup>	03/05/2023	Common Stock	21,163	\$ 6	D	Â
Incentive Stock Option (right to buy)	04/05/2012 <sup>(2)</sup>	03/05/2022	Common Stock	14,990	\$ 6.3	D	Â
Incentive Stock Option (right to buy)	03/23/2016 <sup>(3)</sup>	02/23/2026	Common Stock	14,442	\$ 6.67	D	Â
Incentive Stock Option (right to buy)	03/26/2015 <sup>(4)</sup>	02/26/2025	Common Stock	11,043	\$ 7.96	D	Â
Incentive Stock Option (right to buy)	03/28/2011 <sup>(5)</sup>	02/28/2021	Common Stock	12,500	\$ 9.42	D	Â
Incentive Stock Option (right to buy)	03/24/2014 <sup>(6)</sup>	02/24/2024	Common Stock	18,419	\$ 9.65	D	Â
Incentive Stock Option (right to buy)	03/26/2009 <sup>(7)</sup>	02/26/2019	Common Stock	3,866	\$ 11.1	D	Â
Incentive Stock Option (right to buy)	03/24/2010 <sup>(8)</sup>	02/24/2020	Common Stock	8,666	\$ 18.48	D	Â
Incentive Stock Option (right to buy)	03/29/2008 <sup>(9)</sup>	02/28/2018	Common Stock	2,500	\$ 20.22	D	Â
Incentive Stock Option (right to buy)	04/14/2007 <sup>(10)</sup>	03/14/2017	Common Stock	2,000	\$ 40.86	D	Â
Non-Qualified Stock Option (right to buy)	04/05/2013 <sup>(1)</sup>	03/05/2023	Common Stock	3,836	\$ 6	D	Â
Non-Qualified Stock Option (right to buy)	04/05/2012 <sup>(2)</sup>	03/05/2022	Common Stock	9	\$ 6.3	D	Â
Non-Qualified Stock Option (right to buy)	03/23/2016 <sup>(3)</sup>	02/23/2026	Common Stock	20,558	\$ 6.67	D	Â
Non-Qualified Stock Option (right to buy)	03/26/2015 <sup>(4)</sup>	02/26/2025	Common Stock	18,957	\$ 7.96	D	Â
Non-Qualified Stock Option (right to buy)	03/24/2014 <sup>(6)</sup>	02/24/2024	Common Stock	11,581	\$ 9.65	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schnieders Elisabeth 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080	Â	Â	Â Sr. VP, Business Development	Â

## Signatures

Elisabeth  
Schnieders

12/05/2016

  \*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 03/05/2013 are combined for a total grant of 24,999 shares, the option shall vest and become exercisable as to 24,999 shares divided into equal monthly installments such that the option shall be 100% vested on 03/05/2017.
- (2) When the ISO and NQ dated 03/05/2012 are combined for a total grant of 14,999 shares, the option vested and became exercisable as to 14,999 shares divided into equal monthly installments such that the option was 100% vested on 03/05/2016.
- (3) When the ISO and NQ dated 02/23/2016 are combined for a total grant of 35,000 shares, the option shall vest and become exercisable as to 35,000 shares divided into equal monthly installments such that the option shall be 100% vested on 02/23/2020.
- (4) When the ISO and NQ dated 02/26/2015 are combined for a total grant of 30,000 shares, the 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 02/26/2019.
- (5) This option vested and became exercisable as to 12,500 shares divided into equal monthly installments and became fully vested on 02/28/2015.
- (6) When the ISO and NQ dated 02/24/2014 are combined for a total grant of 30,000 shares, the 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 02/24/2018.
- (7) This option vested and became exercisable as to 3,866 shares divided into equal monthly installments such that the option was 100% vested on 02/26/2013.
- (8) This option vested and became exercisable as to 8,666 shares divided into equal monthly installments such that the option was 100% vested on 02/24/2014.
- (9) This option vested and became exercisable as to 2,500 shares divided into equal monthly installments and became fully vested on 02/29/2012.
- (10) This option vested and became exercisable as to 2,000 shares divided into equal monthly installments and became fully vested on 03/01/2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.