

CYTOKINETICS INC
Form 4
February 16, 2006

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 *
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)
02/15/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP-Drug Discovery and Dev

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)
				Code	V	Amount			
Common Stock	02/15/2006		M			300	\$ 1	20,300	D
Common Stock	02/15/2006		S ⁽¹⁾			300	\$ 7.23	20,000	D
Common Stock	02/15/2006		M			100	\$ 1	20,100	D
Common Stock	02/15/2006		S ⁽¹⁾			100	\$ 7.2	20,000	D
Common Stock	02/15/2006		M			300	\$ 1	20,300	D

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Common Stock	02/15/2006	S ⁽¹⁾	300	D	\$ 7.19	20,000	D
Common Stock	02/15/2006	M	4,300	A	\$ 1	24,300	D
Common Stock	02/15/2006	S ⁽¹⁾	4,300	D	\$ 7.18	20,000	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)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Incentive Stock Option (right to buy)	\$ 1	02/15/2006		M	300	03/14/2001 ⁽²⁾ 03/14/2011	Common Stock		
Incentive Stock Option (right to buy)	\$ 1	02/15/2006		M	100	03/14/2001 ⁽²⁾ 03/14/2011	Common Stock		
Incentive Stock Option (right to buy)	\$ 1	02/15/2006		M	300	03/14/2001 ⁽²⁾ 03/14/2011	Common Stock		
Incentive Stock Option (right to buy)	\$ 1	02/15/2006		M	4,300	03/14/2001 ⁽²⁾ 03/14/2011	Common Stock		4
Incentive Stock Option (right to buy)	\$ 0.58					11/14/2000 ⁽³⁾ 11/14/2010	Common Stock		2
Incentive Stock Option (right to buy)	\$ 1.2					07/10/2002 ⁽⁴⁾ 07/10/2012	Common Stock		5

Incentive Stock Option (right to buy)	\$ 1.2	05/21/2003 ⁽⁵⁾	05/21/2013	Common Stock	5
Incentive Stock Option (right to buy)	\$ 6.5	04/08/2004 ⁽⁶⁾	03/08/2014	Common Stock	3
Incentive Stock Option (right to buy)	\$ 6.59	04/11/2005 ⁽⁷⁾	04/11/2015	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 6.59	04/11/2005 ⁽⁷⁾	04/11/2015	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGANS DAVID J JR 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080			SVP-Drug Discovery and Dev	

Signatures

David J. Morgans, Jr.
Ph.D. 02/16/2006

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 15, 2005.
 - (2) This option is immediately exercisable upon grant and shall vest as to 3,750 shares on 03/14/02 and the balance of 11,250 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/14/05.
 - (3) This option is immediately exercisable upon grant and shall vest as to 20,000 shares on 10/18/01 and the balance of 60,000 divided into equal monthly installments thereafter such that the option shall be 100% vested on 10/18/04.
 - (4) This option is immediately exercisable upon grant and shall vest as to 833 shares on 04/15/02 and the balance of 49,167 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/15/07.
 - (5) This option is immediately exercisable upon grant and shall vest as to 1,135 shares on 04/01/03 and the balance of 53,365 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/07.
 - (6) This option shall vest and become exercisable as to 708 shares on 04/08/04 and the balance of 33,292 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/08/08.
 - (7) When the ISO and NQ dated 04/11/05 are combined for a total grant of 50,000 shares, the 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 03/01/2009.

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.