

McDowell Caryn Gordon
 Form 4
 October 10, 2017

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 *
 McDowell Caryn Gordon

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)
 10/06/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 GC & Chief Compliance Officer

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	10/06/2017		M ⁽¹⁾	A	6,357	\$ 6.37	24,726 D
Common Stock	10/06/2017		S ⁽²⁾	D	2,000	\$ 15.2	22,726 D
Common Stock	10/06/2017		M ⁽¹⁾	A	1,507	\$ 6.67	24,233 D
Common Stock	10/06/2017		S ⁽²⁾	D	500	\$ 15.25	23,733 D
Common Stock	10/06/2017		M ⁽¹⁾	A	3,719	\$ 6.67	27,452 D

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Common Stock	10/06/2017	<u>S(2)</u>	383	D	\$ 15.275	27,069	D
Common Stock	10/06/2017	<u>S(2)</u>	1,094	D	\$ 15.3	25,975	D
Common Stock	10/06/2017	<u>S(2)</u>	200	D	\$ 15.325	25,775	D
Common Stock	10/06/2017	<u>S(2)</u>	1,106	D	\$ 15.35	24,669	D
Common Stock	10/06/2017	<u>S(2)</u>	600	D	\$ 15.4	24,069	D
Common Stock	10/06/2017	<u>S(2)</u>	200	D	\$ 15.5	23,869	D
Common Stock	10/06/2017	<u>S(2)</u>	700	D	\$ 15.55	23,169	D
Common Stock	10/06/2017	<u>S(2)</u>	400	D	\$ 15.575	22,769	D
Common Stock	10/06/2017	<u>S(2)</u>	1,100	D	\$ 15.6	21,669	D
Common Stock	10/06/2017	<u>S(2)</u>	200	D	\$ 15.625	21,469	D
Common Stock	10/06/2017	<u>S(2)</u>	700	D	\$ 15.65	20,769	D
Common Stock	10/06/2017	<u>S(2)</u>	800	D	\$ 15.675	19,969	D
Common Stock	10/06/2017	<u>S(2)</u>	1,100	D	\$ 15.7	18,869	D
Common Stock	10/06/2017	<u>S(2)</u>	100	D	\$ 15.725	18,769	D
Common Stock	10/06/2017	<u>S(2)</u>	200	D	\$ 15.75	18,569	D
Common Stock	10/06/2017	<u>S(2)</u>	200	D	\$ 15.95	18,369	D
Common Stock	10/06/2017	<u>S(2)</u>	1,598	D	\$ 15.7	16,771	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)**

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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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 6.37	10/06/2017		M	6,357	05/29/2016 05/29/2025	Common Stock	6,357
Incentive Stock Option (right to buy)	\$ 6.67	10/06/2017		M	3,719	03/23/2016 02/23/2026	Common Stock	3,719
Non-Qualified Stock Option (right to buy)	\$ 6.67	10/06/2017		M	1,507	03/23/2016 02/23/2026	Common Stock	1,507

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDowell Caryn Gordon 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080			GC & Chief Compliance Officer	

Signatures

Caryn McDowell 10/10/2017

**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 exercise reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2017.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2017.

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.