

CYTOKINETICS INC  
Form 4  
February 25, 2016

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Morgan Bradley Paul

(Last) (First) (Middle)

280 EAST GRAND AVENUE

(Street)

SOUTH SAN  
FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
CYTOKINETICS INC [CYTK]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/15/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP Drug Discovery & Early Dev

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and A Underlying S
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 6	03/05/2013	A		21,204		04/05/2013 <sup>(1)</sup>	03/05/2023	Common Stock
Incentive Stock Option (right to buy)	\$ 6.3	03/05/2012	A		13,920		04/05/2012 <sup>(2)</sup>	03/05/2022	Common Stock
Incentive Stock Option (right to buy)	\$ 6.67	02/23/2016	A		18,817		03/23/2016 <sup>(3)</sup>	02/23/2026	Common Stock
Incentive Stock Option (right to buy)	\$ 7.96	02/26/2015	A		11,044		03/26/2015 <sup>(4)</sup>	02/26/2025	Common Stock
Incentive Stock Option (right to buy)	\$ 9.42	02/28/2011	A		11,883		03/28/2011 <sup>(5)</sup>	02/28/2021	Common Stock
Incentive Stock Option (right to buy)	\$ 9.65	02/24/2014	A		18,448		03/24/2014 <sup>(6)</sup>	02/24/2024	Common Stock
Incentive Stock Option (right to buy)	\$ 11.1	02/26/2009	A		2,638		03/26/2009 <sup>(7)</sup>	02/26/2019	Common Stock
Incentive Stock Option (right to buy)	\$ 11.1	02/26/2009	A		2,639		03/26/2009 <sup>(7)</sup>	02/26/2019	Common Stock
Incentive Stock Option (right to buy)	\$ 18.48	02/24/2010	A		3,333		03/24/2010 <sup>(8)</sup>	02/24/2020	Common Stock
Incentive Stock Option (right to buy)	\$ 18.48	02/24/2010	A		4,278		03/24/2010 <sup>(9)</sup>	02/24/2020	Common Stock
Incentive Stock Option (right to buy)	\$ 20.22	02/29/2008	A		2,101		03/29/2008 <sup>(10)</sup>	02/28/2018	Common Stock
Incentive Stock Option (right to buy)	\$ 40.86	03/14/2007	A		3,106		04/14/2007 <sup>(11)</sup>	03/14/2017	Common Stock

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Incentive Stock Option (right to buy)	\$ 42.24	03/15/2006	A	5,000	04/01/2006 <sup>(12)</sup>	03/15/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6	03/05/2013	A	3,795	04/05/2013 <sup>(1)</sup>	03/05/2023	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.3	03/05/2012	A	1,079	04/05/2012 <sup>(2)</sup>	03/05/2022	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.67	02/23/2016	A	31,183	03/23/2016 <sup>(3)</sup>	02/23/2026	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.96	02/26/2015	A	18,956	03/26/2015 <sup>(4)</sup>	02/26/2025	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.42	02/28/2011	A	617	03/28/2011 <sup>(5)</sup>	02/28/2021	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.65	02/24/2014	A	11,552	03/24/2014 <sup>(6)</sup>	02/24/2024	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.1	02/26/2009	A	695	03/26/2009 <sup>(7)</sup>	02/26/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.1	02/26/2009	A	694	03/26/2009 <sup>(7)</sup>	02/26/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.48	02/24/2010	A	721	03/24/2010 <sup>(9)</sup>	02/24/2020	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.22	02/29/2008	A	1,033	03/29/2008 <sup>(10)</sup>	02/28/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 40.86	03/14/2007	A	193	04/14/2007 <sup>(11)</sup>	03/14/2017	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morgan Bradley Paul 280 EAST GRAND AVENUE			SVP Drug Discovery & Early Dev	

SOUTH SAN FRANCISCO, CA 94080

## Signatures

Bradley Morgan

02/25/2016

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) 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 520 shares on 04/05/2013 and the balance of 24,479 divided into equal monthly installments thereafter 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 shall vest and become exercisable as to 312 shares on 04/05/2012 and the balance of 14,687 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/05/2016.
- (3) When the ISO and NQ dated 02/23/2016 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 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 625 shares on 03/26/2015 and the balance of 29,375 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/2019.
- (5) When the ISO and NQ dated 02/28/2011 are combined for a total grant of 12,500 shares, the option shall vest and become exercisable as to 260 shares on 03/31/2011 and the balance of 12,240 divided into equal monthly installments thereafter such that the option shall be 100% 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 625 shares on 03/24/2014 and the balance of 29,375 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/24/2018.
- (7) When the ISO and NQ's dated 02/26/2009 are combined for a total grant of 6,666 shares, the option shall vest and become exercisable as to 138 shares on 03/26/09 and the balance of 6,528 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.
- (8) This option shall vest and become exercisable as to 69 shares on 03/24/10 and the balance of 3,264 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/24/14.
- (9) When the ISO and NQ dated 02/24/2010 are combined for a total grant of 4,999 shares, the option shall vest and become exercisable as to 104 shares on 03/24/2010 and the balance of 4,895 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/24/2014.
- (10) When the ISO and NQ dated 02/29/2008 are combined for a total grant of 3,134 shares, the option shall vest and become exercisable as to 65 shares on 03/29/08 and the balance of 3,069 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.
- (11) When the ISO and NQ dated 03/14/2007 are combined for a total grant of 3,299 shares, the option shall vest and become exercisable as to 68 shares on 04/01/07 and the balance of 3,231 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
- (12) This option shall vest and become exercisable as to 104 shares on 04/01/06 and the balance of 4,896 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/10.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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