

RABSON MICHAEL  
Form 4  
December 21, 2009

**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 \*  
RABSON MICHAEL

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/18/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP Business Dev/Legal & GC

(Street)  
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 (A) or (D) Price			
Common Stock	12/18/2009		M	15,000 A \$ 1.85	20,043	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 1.85	12/18/2009		M		15,000		03/26/2009 <sup>(1)</sup>	02/26/2019	Common Stock
Incentive Stock Option (right to buy)	\$ 1.85							03/26/2009 <sup>(1)</sup>	02/26/2019	Common Stock
Incentive Stock Option (right to buy)	\$ 3.32							03/31/2009 <sup>(2)</sup>	03/31/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.32							03/31/2009 <sup>(2)</sup>	03/31/2018	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RABSON MICHAEL 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080			SVP Business Dev/Legal & GC	

## Signatures

Michael S. Rabson  
 12/21/2009  
 \*\*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 02/26/2009 are combined for a total grant of 110,000 shares, the option shall vest and become exercisable as to 2,291 shares on 03/26/09 and the balance of 107,709 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.
- (2) When the ISO and NQ dated 03/31/2008 are combined for a total grant of 200,000 shares, the option shall vest and become exercisable as to 50,000 shares on 03/31/09 and the balance of 150,000 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/31/12.

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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