

CYTOKINETICS INC  
 Form 3  
 November 24, 2015

**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)

|  |   |   |   |   |  |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Morgan Bradley Paul</p> <p>(Last) (First) (Middle)</p> <p>280 EAST GRAND AVENUE</p> <p>(Street)</p> <p>SOUTH SAN FRANCISCO,Â CAÂ 94080</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/16/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CYTOKINETICS INC [CYTK]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)<br/>                 SVP Drug Discovery &amp; Early Dev</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 13,391   | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

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

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

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|   |                            |            |              | Shares |          | (I)<br>(Instr. 5) |   |
|---|----------------------------|------------|--------------|--------|----------|-------------------|---|
| Incentive Stock Option (right to buy)     | 04/05/2013 <sup>(1)</sup>  | 03/05/2023 | Common Stock | 21,204 | \$ 6     | D                 | Â |
| Incentive Stock Option (right to buy)     | 04/05/2012 <sup>(2)</sup>  | 03/05/2022 | Common Stock | 13,920 | \$ 6.3   | D                 | Â |
| Incentive Stock Option (right to buy)     | 03/26/2015 <sup>(3)</sup>  | 02/26/2025 | Common Stock | 11,044 | \$ 7.96  | D                 | Â |
| Incentive Stock Option (right to buy)     | 03/28/2011 <sup>(4)</sup>  | 02/28/2021 | Common Stock | 11,883 | \$ 9.42  | D                 | Â |
| Incentive Stock Option (right to buy)     | 03/24/2014 <sup>(5)</sup>  | 02/24/2024 | Common Stock | 18,448 | \$ 9.65  | D                 | Â |
| Incentive Stock Option (right to buy)     | 03/26/2009 <sup>(6)</sup>  | 02/26/2019 | Common Stock | 5,277  | \$ 11.1  | D                 | Â |
| Incentive Stock Option (right to buy)     | 03/24/2010 <sup>(7)</sup>  | 02/24/2020 | Common Stock | 7,611  | \$ 18.48 | D                 | Â |
| Incentive Stock Option (right to buy)     | 03/29/2008 <sup>(8)</sup>  | 02/28/2018 | Common Stock | 2,101  | \$ 20.22 | D                 | Â |
| Incentive Stock Option (right to buy)     | 04/14/2007 <sup>(9)</sup>  | 03/14/2017 | Common Stock | 3,106  | \$ 40.86 | D                 | Â |
| Incentive Stock Option (right to buy)     | 04/01/2006 <sup>(10)</sup> | 03/15/2016 | Common Stock | 5,000  | \$ 42.24 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 04/05/2013 <sup>(1)</sup>  | 03/05/2023 | Common Stock | 3,795  | \$ 6     | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 04/05/2012 <sup>(2)</sup>  | 03/05/2022 | Common Stock | 1,079  | \$ 6.3   | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 03/26/2015 <sup>(3)</sup>  | 02/26/2025 | Common Stock | 18,956 | \$ 7.96  | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 03/28/2011 <sup>(4)</sup>  | 02/28/2021 | Common Stock | 617    | \$ 9.42  | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 03/24/2014 <sup>(5)</sup>  | 02/24/2024 | Common Stock | 11,552 | \$ 9.65  | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 03/26/2009 <sup>(6)</sup>  | 02/26/2019 | Common Stock | 1,389  | \$ 11.1  | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 03/24/2010 <sup>(7)</sup>  | 02/24/2020 | Common Stock | 721    | \$ 18.48 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 03/29/2008 <sup>(8)</sup>  | 02/28/2018 | Common Stock | 1,033  | \$ 20.22 | D                 | Â |
| Non-Qualified Stock Option (right to buy) | 04/14/2007 <sup>(9)</sup>  | 03/14/2017 | Common Stock | 193    | \$ 40.86 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| Morgan Bradley Paul<br>280 EAST GRAND AVENUE<br>SOUTH SAN FRANCISCO, CA 94080 | Â             | Â         | Â SVP Drug Discovery & Early Dev | Â     |

## Signatures

Bradley Morgan,  
Ph.D. 11/23/2015

\_\_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 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 02/26/2015 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.
  - (4) 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.
  - (5) 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.
  - (6) 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.
  - (7) 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.
  - (8) 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.
  - (9) 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.
  - (10) 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. 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.