

CYTOKINETICS INC

Form 4

March 16, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Blum Robert I

(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 below) ____ Other (specify below)

EVP, Corp. Development & CBO

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) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common Stock | 03/15/2006 | | M | 4,375 | A \$ 0.58 | 69,375 | D |
| Common Stock | 03/15/2006 | | S ⁽¹⁾ | 4,375 | D \$ 7.01 | 65,000 | D |
| Common Stock | | | | | | 12,500 | I by Trust 1 (2) |
| Common Stock | | | | | | 12,500 | I by Trust 2 (3) |

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 Underlying Security (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Shares |
| Incentive Stock Option (right to buy) | \$ 0.58 | 03/15/2006 | | M | 4,375 | 01/14/2000 ⁽⁴⁾ 11/14/2010 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 1.2 | | | | | 07/10/2002 ⁽⁵⁾ 07/10/2012 | Common Stock 8 |
| Incentive Stock Option (right to buy) | \$ 1.2 | | | | | 05/21/2003 ⁽⁶⁾ 05/21/2013 | Common Stock 3 |
| Incentive Stock Option (right to buy) | \$ 2 | | | | | 12/18/2003 ⁽⁷⁾ 12/18/2013 | Common Stock 2 |
| Incentive Stock Option (right to buy) | \$ 6.59 | | | | | 04/11/2005 ⁽⁸⁾ 04/11/2015 | Common Stock 4 |
| Incentive Stock Option (right to buy) | \$ 7.15 | | | | | 03/01/2006 ⁽⁹⁾ 03/01/2016 | Common Stock 2 |
| Non-Qualified Stock Option (right to buy) | \$ 1.2 | | | | | 07/10/2002 ⁽⁵⁾ 07/10/2012 | Common Stock 3 |
| Non-Qualified Stock Option (right to buy) | \$ 2 | | | | | 12/18/2003 ⁽⁷⁾ 12/18/2013 | Common Stock 1 |
| Non-Qualified Stock Option (right to buy) | \$ 7.15 | | | | | 03/01/2006 ⁽⁹⁾ 03/01/2016 | Common Stock 7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Blum Robert I 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080 | | | EVP, Corp. Development & CBO | |

Signatures

Robert I. Blum 03/16/2006

__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 17, 2005.
- (2) Shares held by The Bridget Blum 2003 Irrevocable Trust.
- (3) Shares held by The Brittany Blum 2003 Irrevocable Trust.
- (4) This option is immediately exercisable upon grant and shall vest as to 25,000 shares on 11/14/00 and the balance of 87,500 divided into equal monthly installments thereafter such that the option shall be 100% vested on 11/14/05.
- When the ISO and NQ dated 07/10/02 are combined for a total grant of 150,000 shares, the option is immediately exercisable upon grant
- (5) and shall vest as to 2,500 shares on 04/15/02 and the balance of 147,500 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/15/07.
- (6) This option is immediately exercisable upon grant and shall vest as to 781 shares on 04/01/03 and the balance of 36,719 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/07.
- When the ISO and NQ dated 12/18/03 are combined for a total grant of 141,925 shares, the option is immediately exercisable upon grant
- (7) and shall vest as to 2,365 shares on 01/18/04 and the balance of 139,560 divided into equal monthly installments thereafter such that the option shall be 100% vested on 12/18/08.
- (8) This option shall vest and become exercisable as to 45,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.
- (9) When the ISO and NQ dated 03/01/2006 are combined for a total grant of 100,000 shares, the option shall vest and become exercisable as to 100,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2010.

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.