

Sabry James H
 Form 4
 December 17, 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 *
 Sabry James H

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)
 12/15/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

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

SOUTH SAN FRANCISCO, CA 94080

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/15/2009		M ⁽¹⁾		17,200	A	\$ 1.2
Common Stock	12/15/2009		M ⁽¹⁾		17,300	A	\$ 0.58
Common Stock	12/15/2009		S ⁽²⁾		900	D	\$ 3
Common Stock	12/15/2009		S ⁽²⁾		2,500	D	\$ 3.01
Common Stock	12/15/2009		S ⁽²⁾		1,400	D	\$ 3.02

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Common Stock	12/15/2009	<u>S(2)</u>	200	D	\$ 3.03	29,500	D
Common Stock	12/15/2009	<u>S(2)</u>	1,500	D	\$ 3.04	28,000	D
Common Stock	12/15/2009	<u>S(2)</u>	7,100	D	\$ 3.05	20,900	D
Common Stock	12/15/2009	<u>S(2)</u>	500	D	\$ 3.0525	20,400	D
Common Stock	12/15/2009	<u>S(2)</u>	300	D	\$ 3.055	20,100	D
Common Stock	12/15/2009	<u>S(2)</u>	200	D	\$ 3.0625	19,900	D
Common Stock	12/15/2009	<u>S(2)</u>	2,356	D	\$ 3.06	17,544	D
Common Stock	12/15/2009	<u>S(2)</u>	4,044	D	\$ 3.07	13,500	D
Common Stock	12/15/2009	<u>S(2)</u>	3,000	D	\$ 3.08	10,500	D
Common Stock	12/15/2009	<u>S(2)</u>	3,634	D	\$ 3.09	6,866	D
Common Stock	12/15/2009	<u>S(2)</u>	3,000	D	\$ 3.1	3,866	D
Common Stock	12/15/2009	<u>S(2)</u>	1,700	D	\$ 3.11	2,166	D
Common Stock	12/15/2009	<u>S(2)</u>	1,866	D	\$ 3.12	300	D
Common Stock	12/15/2009	<u>S(2)</u>	300	D	\$ 3.13	0	D
Common Stock	12/16/2009	<u>M(1)</u>	20,000	A	\$ 0.58	20,000	D
Common Stock	12/16/2009	<u>S(2)</u>	200	D	\$ 2.95	19,800	D
Common Stock	12/16/2009	<u>S(2)</u>	4,000	D	\$ 2.96	15,800	D
Common Stock	12/16/2009	<u>S(2)</u>	2,300	D	\$ 2.97	13,500	D
Common Stock	12/16/2009	<u>S(2)</u>	1,050	D	\$ 2.98	12,450	D
Common Stock	12/16/2009	<u>S(2)</u>	2,566	D	\$ 2.99	9,884	D
	12/16/2009	<u>S(2)</u>	2,584	D	\$ 3	7,300	D

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Common Stock								
Common Stock	12/16/2009	S ⁽²⁾	1,696	D	\$ 3.01	5,604	D	
Common Stock	12/16/2009	S ⁽²⁾	1,000	D	\$ 3.02	4,604	D	
Common Stock	12/16/2009	S ⁽²⁾	2,504	D	\$ 3.03	2,100	D	
Common Stock	12/16/2009	S ⁽²⁾	1,600	D	\$ 3.04	500	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)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sabry James H 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080		X		

Signatures

James H. Sabry M.D.,
Ph.D. 12/17/2009

__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) The exercise reported in this Form 4 was effected pursuant to a domestic relations court order.
- (2) The sales reported in this Form 4 were effected pursuant to a domestic relations court order.

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.