

Blum Robert I
Form 4
December 31, 2012

FORM 4

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

OMB APPROVAL

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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 *
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)
12/26/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/26/2012		G	V	110,895	D	\$ 0
Common Stock					12,500	I	by Trust 1 (1)
Common Stock					12,500	I	by Trust 2 (2)

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Incentive Stock Option (right to buy)	\$ 0.58					01/14/2000 ⁽³⁾	11/14/2010	Common Stock	1
Incentive Stock Option (right to buy)	\$ 1.05					04/05/2012 ⁽⁴⁾	03/05/2022	Common Stock	92,
Incentive Stock Option (right to buy)	\$ 1.2					07/10/2002 ⁽⁵⁾	07/10/2012	Common Stock	18,
Incentive Stock Option (right to buy)	\$ 1.2					05/21/2003 ⁽⁶⁾	05/21/2013	Common Stock	32,
Incentive Stock Option (right to buy)	\$ 1.57					03/31/2011 ⁽⁷⁾	02/28/2021	Common Stock	62,
Incentive Stock Option (right to buy)	\$ 1.85					03/26/2009 ⁽⁸⁾	02/26/2019	Common Stock	50,
Incentive Stock Option (right to buy)	\$ 2					12/18/2003 ⁽⁹⁾	12/18/2013	Common Stock	27,
Incentive Stock Option (right to buy)	\$ 3.08					03/24/2010 ⁽¹⁰⁾	02/24/2020	Common Stock	36,
Incentive Stock Option (right to buy)	\$ 3.37					03/29/2008 ⁽¹¹⁾	02/28/2018	Common Stock	8,3
	\$ 6.59					04/11/2005 ⁽¹²⁾	04/11/2015		45,

Incentive Stock Option (right to buy)				Common Stock	
Incentive Stock Option (right to buy)	\$ 6.81	04/01/2007 ⁽¹³⁾	03/14/2017	Common Stock	22,
Incentive Stock Option (right to buy)	\$ 7.15	03/01/2006 ⁽¹⁴⁾	03/01/2016	Common Stock	28,
Non-Qualified Stock Option (right to buy)	\$ 1.05	04/05/2012 ⁽⁴⁾	03/05/2022	Common Stock	357
Non-Qualified Stock Option (right to buy)	\$ 1.2	07/10/2002 ⁽⁵⁾	07/10/2012	Common Stock	12,
Non-Qualified Stock Option (right to buy)	\$ 1.57	03/31/2011 ⁽⁷⁾	02/28/2021	Common Stock	437
Non-Qualified Stock Option (right to buy)	\$ 1.85	03/26/2009 ⁽⁸⁾	02/26/2019	Common Stock	224
Non-Qualified Stock Option (right to buy)	\$ 2	12/18/2003 ⁽⁹⁾	12/18/2013	Common Stock	48,
Non-Qualified Stock Option (right to buy)	\$ 3.08	03/24/2010 ⁽¹⁰⁾	02/24/2020	Common Stock	233
Non-Qualified Stock Option (right to buy)	\$ 3.37	03/29/2008 ⁽¹¹⁾	02/28/2018	Common Stock	191
Non-Qualified Stock Option (right to buy)	\$ 6.81	04/01/2007 ⁽¹³⁾	03/14/2017	Common Stock	227
Non-Qualified Stock Option (right to buy)	\$ 7.15	03/01/2006 ⁽¹⁴⁾	03/01/2016	Common Stock	71,
Restricted Stock Units	⁽¹⁵⁾	⁽¹⁶⁾	⁽¹⁶⁾	Common Stock	175

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Blum Robert I
 280 EAST GRAND AVENUE
 SOUTH SAN FRANCISCO, CA 94080

X

President & CEO

Signatures

Robert I. Blum 12/31/2012

**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) Shares held by The Bridget Blum 2003 Irrevocable Trust.
- (2) Shares held by The Brittany Blum 2003 Irrevocable Trust.
- (3) 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 03/05/2012 are combined for a total grant of 450,000 shares, the option shall vest and become exercisable as to 9,375 shares on 04/05/2012 and the balance of 440,625 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/05/2016.
- (4) 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 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.
- (5) 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 02/28/2011 are combined for a total grant of 500,000 shares, the option shall vest and become exercisable as to 10,416 shares on 03/31/2011 and the balance of 489,584 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 02/26/2009 are combined for a total grant of 275,000 shares, the option shall vest and become exercisable as to 5,729 shares on 03/26/09 and the balance of 269,271 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 12/18/03 are combined for a total grant of 141,925 shares, the option is immediately exercisable upon grant 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) When the ISO and NQ dated 02/24/2010 are combined for a total grant of 270,000 shares, the option shall vest and become exercisable as to 5,625 shares on 03/24/2010 and the balance of 264,375 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/24/2014.
- (9) When the ISO and NQ dated 02/29/2008 are combined for a total grant of 200,000 shares, the option shall vest and become exercisable as to 4,166 shares on 03/29/08 and the balance of 195,834 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.
- (10) 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.
- (11) When the ISO and NQ dated 03/14/2007 are combined for a total grant of 250,000 shares, the option shall vest and become exercisable as to 5,208 shares on 04/01/07 and the balance of 244,792 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
- (12) 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.
- (13) Each restricted stock unit represents a contingent right to receive one share of CYTK common stock at a purchase price of \$0.001 per share which is the current par value of the common stock.
- (14) The restricted stock units vest in two equal annual installments. Vested shares will be delivered to the reporting person on 9/4/2012 and 9/3/2013.
- (15)
- (16)

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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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