

MORGANS DAVID J JR
Form 4
June 19, 2007

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 *
MORGANS DAVID J JR

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)

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

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

280 EAST GRAND AVENUE

06/15/2007

SVP-Preclinical R&D

(Street)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/15/2007		M		5,000	A	\$ 1.2 50,000
Common Stock	06/15/2007		M		22,500	A	\$ 1.2 72,500
Common Stock	06/15/2007		S ⁽¹⁾		5,000	D	\$ 6.46 67,500

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 1.2	06/15/2007		M	5,000	07/10/2002 ⁽²⁾ 07/10/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 1.2	06/15/2007		M	22,500	05/21/2003 ⁽³⁾ 05/21/2013	Common Stock
Incentive Stock Option (right to buy)	\$ 6.5					04/08/2004 ⁽⁴⁾ 03/08/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 6.59					04/11/2005 ⁽⁵⁾ 04/11/2015	Common Stock
Incentive Stock Option (right to buy)	\$ 6.81					04/01/2007 ⁽⁶⁾ 03/14/2017	Common Stock
Incentive Stock Option (right to buy)	\$ 7.15					03/01/2006 ⁽⁷⁾ 03/01/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.59					04/11/2005 ⁽⁵⁾ 04/11/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.81					04/01/2007 ⁽⁶⁾ 03/14/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.15					03/01/2006 ⁽⁷⁾ 03/01/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGANS DAVID J JR 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080			SVP-Preclinical R&D	

Signatures

David J. Morgans, Jr.
Ph.D. 06/19/2007

 **Signature of Reporting Date
Person

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 February 15, 2007.
- (2) This option is immediately exercisable upon grant and shall vest as to 833 shares on 04/15/02 and the balance of 49,167 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/15/07.
- (3) This option is immediately exercisable upon grant and shall vest as to 1,135 shares on 04/01/03 and the balance of 53,365 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/07.
- (4) This option shall vest and become exercisable as to 708 shares on 04/08/04 and the balance of 33,292 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/08/08.
- (5) When the ISO and NQ dated 04/11/05 are combined for a total grant of 50,000 shares, the option shall vest and become exercisable as to 50,000 shares divided into equal monthly installments such that the option shall be 100% vested on 03/01/2009.

When the ISO and NQ dated 03/14/2007 are combined for a total grant of 65,000 shares, the option shall vest and become exercisable as
- (6) to 1,354 shares on 04/01/07 and the balance of 63,646 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
- (7) When the ISO and NQ dated 03/01/2006 are combined for a total grant of 60,000 shares, the option shall vest and become exercisable as to 60,000 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.