

WOLFF ANDREW A
Form 4
March 04, 2008

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 *
WOLFF ANDREW A

(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)
02/29/2008

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)
SVP Clinical R&D, CMO

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 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)	Code	V	Amount	(D)	Price

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

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.

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 3.37	02/29/2008	A		27,935		03/29/2008 ⁽¹⁾	02/28/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.37	02/29/2008	A		97,065		03/29/2008 ⁽¹⁾	02/28/2018	Common Stock
Incentive Stock Option (right to buy)	\$ 6.59						04/11/2005 ⁽²⁾	04/11/2015	Common Stock
Incentive Stock Option (right to buy)	\$ 6.81						04/01/2007 ⁽³⁾	03/14/2017	Common Stock
Incentive Stock Option (right to buy)	\$ 7.15						03/01/2006 ⁽⁴⁾	03/01/2016	Common Stock
Incentive Stock Option (right to buy)	\$ 9.91						09/20/2005 ⁽⁵⁾	10/20/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.59						04/11/2005 ⁽²⁾	04/11/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.81						04/01/2007 ⁽³⁾	03/14/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.15						03/01/2006 ⁽⁴⁾	03/01/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.91						09/20/2005 ⁽⁵⁾	10/20/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

