

McDowell Caryn Gordon
Form 4
October 10, 2017

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 *
McDowell Caryn Gordon

(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)
10/06/2017

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)

GC & Chief Compliance Officer

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(A) Code (Instr. 8)	4. Securities Acquired 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	10/06/2017		M ⁽¹⁾	6,357 A \$ 6.37	24,726	D	
Common Stock	10/06/2017		S ⁽²⁾	2,000 D \$ 15.2	22,726	D	
Common Stock	10/06/2017		M ⁽¹⁾	1,507 A \$ 6.67	24,233	D	
Common Stock	10/06/2017		S ⁽²⁾	500 D \$ 15.25	23,733	D	
Common Stock	10/06/2017		M ⁽¹⁾	3,719 A \$ 6.67	27,452	D	

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Common Stock	10/06/2017	<u>S(2)</u>	383	D	\$ 15.275	27,069	D
Common Stock	10/06/2017	<u>S(2)</u>	1,094	D	\$ 15.3	25,975	D
Common Stock	10/06/2017	<u>S(2)</u>	200	D	\$ 15.325	25,775	D
Common Stock	10/06/2017	<u>S(2)</u>	1,106	D	\$ 15.35	24,669	D
Common Stock	10/06/2017	<u>S(2)</u>	600	D	\$ 15.4	24,069	D
Common Stock	10/06/2017	<u>S(2)</u>	200	D	\$ 15.5	23,869	D
Common Stock	10/06/2017	<u>S(2)</u>	700	D	\$ 15.55	23,169	D
Common Stock	10/06/2017	<u>S(2)</u>	400	D	\$ 15.575	22,769	D
Common Stock	10/06/2017	<u>S(2)</u>	1,100	D	\$ 15.6	21,669	D
Common Stock	10/06/2017	<u>S(2)</u>	200	D	\$ 15.625	21,469	D
Common Stock	10/06/2017	<u>S(2)</u>	700	D	\$ 15.65	20,769	D
Common Stock	10/06/2017	<u>S(2)</u>	800	D	\$ 15.675	19,969	D
Common Stock	10/06/2017	<u>S(2)</u>	1,100	D	\$ 15.7	18,869	D
Common Stock	10/06/2017	<u>S(2)</u>	100	D	\$ 15.725	18,769	D
Common Stock	10/06/2017	<u>S(2)</u>	200	D	\$ 15.75	18,569	D
Common Stock	10/06/2017	<u>S(2)</u>	200	D	\$ 15.95	18,369	D
Common Stock	10/06/2017	<u>S(2)</u>	1,598	D	\$ 15.7	16,771	D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 6.37	10/06/2017		M	6,357	05/29/2016 05/29/2025	Common Stock	6,357
Incentive Stock Option (right to buy)	\$ 6.67	10/06/2017		M	3,719	03/23/2016 02/23/2026	Common Stock	3,719
Non-Qualified Stock Option (right to buy)	\$ 6.67	10/06/2017		M	1,507	03/23/2016 02/23/2026	Common Stock	1,507

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McDowell Caryn Gordon 280 EAST GRAND AVENUE SOUTH SAN FRANCISCO, CA 94080	GC & Chief Compliance Officer

Signatures

Caryn
McDowell 10/10/2017

**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 on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2017.

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2017.

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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