

CYTOKINETICS INC
Form 4
February 25, 2016

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 *
Morgan Bradley Paul

(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)
03/15/2006

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)
SVP Drug Discovery & Early Dev

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 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.

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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 S |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---------------------------|

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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) | \$ 6 | 03/05/2013 | A | | 21,204 | | 04/05/2013 ⁽¹⁾ | 03/05/2023 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 6.3 | 03/05/2012 | A | | 13,920 | | 04/05/2012 ⁽²⁾ | 03/05/2022 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 6.67 | 02/23/2016 | A | | 18,817 | | 03/23/2016 ⁽³⁾ | 02/23/2026 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 7.96 | 02/26/2015 | A | | 11,044 | | 03/26/2015 ⁽⁴⁾ | 02/26/2025 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 9.42 | 02/28/2011 | A | | 11,883 | | 03/28/2011 ⁽⁵⁾ | 02/28/2021 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 9.65 | 02/24/2014 | A | | 18,448 | | 03/24/2014 ⁽⁶⁾ | 02/24/2024 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 11.1 | 02/26/2009 | A | | 2,638 | | 03/26/2009 ⁽⁷⁾ | 02/26/2019 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 11.1 | 02/26/2009 | A | | 2,639 | | 03/26/2009 ⁽⁷⁾ | 02/26/2019 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 18.48 | 02/24/2010 | A | | 3,333 | | 03/24/2010 ⁽⁸⁾ | 02/24/2020 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 18.48 | 02/24/2010 | A | | 4,278 | | 03/24/2010 ⁽⁹⁾ | 02/24/2020 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 20.22 | 02/29/2008 | A | | 2,101 | | 03/29/2008 ⁽¹⁰⁾ | 02/28/2018 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 40.86 | 03/14/2007 | A | | 3,106 | | 04/14/2007 ⁽¹¹⁾ | 03/14/2017 | Common Stock |

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| | | | | | | | |
|---|----------|------------|---|--------|----------------------------|------------|--------------|
| Incentive Stock Option (right to buy) | \$ 42.24 | 03/15/2006 | A | 5,000 | 04/01/2006 ⁽¹²⁾ | 03/15/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 6 | 03/05/2013 | A | 3,795 | 04/05/2013 ⁽¹⁾ | 03/05/2023 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 6.3 | 03/05/2012 | A | 1,079 | 04/05/2012 ⁽²⁾ | 03/05/2022 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 6.67 | 02/23/2016 | A | 31,183 | 03/23/2016 ⁽³⁾ | 02/23/2026 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 7.96 | 02/26/2015 | A | 18,956 | 03/26/2015 ⁽⁴⁾ | 02/26/2025 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 9.42 | 02/28/2011 | A | 617 | 03/28/2011 ⁽⁵⁾ | 02/28/2021 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 9.65 | 02/24/2014 | A | 11,552 | 03/24/2014 ⁽⁶⁾ | 02/24/2024 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 11.1 | 02/26/2009 | A | 695 | 03/26/2009 ⁽⁷⁾ | 02/26/2019 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 11.1 | 02/26/2009 | A | 694 | 03/26/2009 ⁽⁷⁾ | 02/26/2019 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 18.48 | 02/24/2010 | A | 721 | 03/24/2010 ⁽⁹⁾ | 02/24/2020 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 20.22 | 02/29/2008 | A | 1,033 | 03/29/2008 ⁽¹⁰⁾ | 02/28/2018 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 40.86 | 03/14/2007 | A | 193 | 04/14/2007 ⁽¹¹⁾ | 03/14/2017 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Morgan Bradley Paul 280 EAST GRAND AVENUE | | | SVP Drug Discovery & Early Dev | |

SOUTH SAN FRANCISCO, CA 94080

Signatures

Bradley Morgan

02/25/2016

**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) When the ISO and NQ dated 03/05/2013 are combined for a total grant of 24,999 shares, the option shall vest and become exercisable as to 520 shares on 04/05/2013 and the balance of 24,479 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/05/2017.
- (2) When the ISO and NQ dated 03/05/2012 are combined for a total grant of 14,999 shares, the option shall vest and become exercisable as to 312 shares on 04/05/2012 and the balance of 14,687 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/05/2016.
- (3) When the ISO and NQ dated 02/23/2016 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 02/23/2020.
- (4) When the ISO and NQ dated 02/26/2015 are combined for a total grant of 30,000 shares, the option shall vest and become exercisable as to 625 shares on 03/26/2015 and the balance of 29,375 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/2019.
- (5) When the ISO and NQ dated 02/28/2011 are combined for a total grant of 12,500 shares, the option shall vest and become exercisable as to 260 shares on 03/31/2011 and the balance of 12,240 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 02/24/2014 are combined for a total grant of 30,000 shares, the option shall vest and become exercisable as to 625 shares on 03/24/2014 and the balance of 29,375 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/24/2018.
- (7) When the ISO and NQ's dated 02/26/2009 are combined for a total grant of 6,666 shares, the option shall vest and become exercisable as to 138 shares on 03/26/09 and the balance of 6,528 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/26/13.
- (8) This option shall vest and become exercisable as to 69 shares on 03/24/10 and the balance of 3,264 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/24/14.
- (9) When the ISO and NQ dated 02/24/2010 are combined for a total grant of 4,999 shares, the option shall vest and become exercisable as to 104 shares on 03/24/2010 and the balance of 4,895 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/24/2014.
- (10) When the ISO and NQ dated 02/29/2008 are combined for a total grant of 3,134 shares, the option shall vest and become exercisable as to 65 shares on 03/29/08 and the balance of 3,069 divided into equal monthly installments thereafter such that the option shall be 100% vested on 02/29/12.
- (11) When the ISO and NQ dated 03/14/2007 are combined for a total grant of 3,299 shares, the option shall vest and become exercisable as to 68 shares on 04/01/07 and the balance of 3,231 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/11.
- (12) This option shall vest and become exercisable as to 104 shares on 04/01/06 and the balance of 4,896 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/10.

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.