

CYTOKINETICS INC
 Form 4
 May 18, 2005

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 *
 Sabry James H

(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)
 05/13/2005

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 and 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/13/2005		G		6,000	D	\$ 0 244,000
Common Stock	05/13/2005		G		25,000	D	\$ 0 219,000

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Incentive Stock Option (right to buy)	\$ 0.58					09/28/1999 ⁽¹⁾ 09/28/2009	Common Stock 62,5
Incentive Stock Option (right to buy)	\$ 0.58					11/14/2000 ⁽²⁾ 11/14/2010	Common Stock 172,
Incentive Stock Option (right to buy)	\$ 1.2					07/10/2002 ⁽³⁾ 07/10/2012	Common Stock 83,3
Incentive Stock Option (right to buy)	\$ 1.2					05/21/2003 ⁽⁴⁾ 05/21/2013	Common Stock 75,0
Incentive Stock Option (right to buy)	\$ 6.5					04/08/2004 ⁽⁵⁾ 03/08/2014	Common Stock 66,9
Incentive Stock Option (right to buy)	\$ 6.59					04/11/2005 ⁽⁶⁾ 04/11/2015	Common Stock 15,1
Non-Qualified Stock Option (right to buy)	\$ 0.58					11/14/2000 ⁽²⁾ 11/14/2010	Common Stock 77,5
Non-Qualified Stock Option (right to buy)	\$ 1.2					07/10/2002 ⁽³⁾ 07/10/2012	Common Stock 216,
Non-Qualified Stock Option (right to buy)	\$ 6.5					04/08/2004 ⁽⁵⁾ 03/08/2014	Common Stock 19,5
Non-Qualified Stock Option (right to buy)	\$ 6.59					04/11/2005 ⁽⁶⁾ 04/11/2015	Common Stock 69,8

