

Sabry James H  
 Form 4  
 October 25, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Sabry James H

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)  
 280 EAST GRAND AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/13/2006

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

SOUTH SAN FRANCISCO, CA 94080

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

(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	06/13/2006		G	1,500 D \$ 0	208,500	I	by Trust
Common Stock	06/13/2006		G	2,000 D \$ 0	206,500	I	by Trust
Common Stock	06/13/2006		G	7,000 D \$ 0	199,500	I	by Trust

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**

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 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 <sup>(1)</sup>	09/28/2009	Common Stock	62,500
Incentive Stock Option (right to buy)	\$ 0.58					11/14/2000 <sup>(2)</sup>	11/14/2010	Common Stock	172,400
Incentive Stock Option (right to buy)	\$ 1.2					07/10/2002 <sup>(3)</sup>	07/10/2012	Common Stock	83,300
Incentive Stock Option (right to buy)	\$ 1.2					05/21/2003 <sup>(4)</sup>	05/21/2013	Common Stock	75,000
Incentive Stock Option (right to buy)	\$ 6.5					04/08/2004 <sup>(5)</sup>	03/08/2014	Common Stock	66,900
Incentive Stock Option (right to buy)	\$ 6.59					04/11/2005 <sup>(6)</sup>	04/11/2015	Common Stock	15,100
Incentive Stock Option (right to buy)	\$ 7.15					03/01/2006 <sup>(7)</sup>	03/01/2016	Common Stock	18,400
Non-Qualified Stock Option (right to buy)	\$ 0.58					11/14/2000 <sup>(2)</sup>	11/14/2010	Common Stock	14,500
Non-Qualified Stock Option (right to buy)	\$ 1.2					07/10/2002 <sup>(3)</sup>	07/10/2012	Common Stock	216,000
	\$ 6.5					04/08/2004 <sup>(5)</sup>	03/08/2014		19,500

