FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPRO	VAL										
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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     Blum Robert I						2. Issuer Name and Ticker or Trading Symbol  CYTOKINETICS INC [ CYTK ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  X Officer (give title Other (specify below) below)  EVP, Corp. Development & CBO						
(Last) (First) (Middle) 280 EAST GRAND AVENUE						3. Date of Earliest Transaction (Month/Day/Year) 02/25/2005															
200 LA	or GICAND	4 15											I= i= t/O==	- 500-	(Obl- A						
(Street) SOUTH SAN FRANCISCO CA 94080					=   4. If i	4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting						
(City)	(S	tate) (	Zip)		-											Person					
		Tab	le I - I	Non-Deri	vative	Sec	uriti	es Ac	quired,	Dis	posed o	of, or Be	enefic	ially	Owne	t					
1. Title of Security (Instr. 3) 2. Transa Date				2. Transact Date (Month/Day		on 2A. Deemed Execution Date,			Transaction Dispo		Disposed	Securities Acquired (A isposed Of (D) (Instr. 3,			5. Amo Securit Benefic Owned	ies ially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) or (D)	Pric	e	Following Reported Transaction(s) (Instr. 3 and 4)		(54. 4)		(Instr. 4)		
Common	Stock			02/25/2	2005				S		5,000	5,000 D S		6646	68	8,750		D			
Common Stock														12	12,500			by Trust 1 <sup>(1)</sup>			
Common Stock															12,500		I		by Trust 2 <sup>(2)</sup>		
			Tab	le II - Deri (e.g.					quired, D s, options					Own	ed						
1. Title of Derivative Security (Instr. 3)	ivative Conversion Date Execution Date, urity or Exercise (Month/Day/Year) if any			4. Transac Code (I 8)	action Number		6. Date Exercisable and Expiration Date (Month/Day/Year)			a and 7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		4)		9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
					Code	v	(A)		Date Exercisabl		xpiration ate	Title	Amou or Numb of Shares	er							
Incentive Stock Option (right to buy)	\$0.58								01/14/2000	3) 1	1/14/2010	Common Stock	112,5	00		112,500	)	D			
Incentive Stock Option (right to buy)	\$1.2								07/10/2002 <sup>0</sup>	(4)	7/10/2012	Common Stock	83,33	33		83,333		D			
Incentive Stock Option (right to buy)	\$1.2								05/21/2003 <sup>(</sup>	5) 0	5/21/2013	Common Stock	37,50	00		37,500		D			
Incentive Stock Option (right to buy)	\$2								12/18/2003 <sup>(</sup>	6) 1	2/18/2013	Common Stock	27,50	00		27,500		D			

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. Transac Code (Ir 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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Qualified Stock Option (right to buy)	\$1.2							07/10/2002 <sup>(4)</sup>	07/10/2012	Common Stock	66,667		66,667	D	
Non- Qualified Stock Option (right to buy)	\$2							12/18/2003 <sup>(6)</sup>	12/18/2013	Common Stock	114,425		114,425	D	

## **Explanation of Responses:**

- 1. Shares held by The Bridget Blum 2003 Irrevocable Trust.
- 2. Shares held by The Brittany Blum 2003 Irrevocable Trust.
- 3. This option is immediately exercisable upon grant and shall vest as to 25,000 shares on 11/14/00 and the balance of 87,500 divided into equal monthly installments thereafter such that the option shall be 100% vested on 11/14/05.
- 4. When the ISO and NQ dated 07/10/02 are combined for a total grant of 150,000 shares, the option is immediately exercisable upon grant and shall vest as to 2,500 shares on 04/15/02 and the balance of 147,500 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/15/07.
- 5. This option is immediately exercisable upon grant and shall vest as to 781 shares on 04/01/03 and the balance of 36,719 divided into equal monthly installments thereafter such that the option shall be 100% vested on 03/01/07.
- 6. When the ISO and NQ dated 12/18/03 are combined for a total grant of 141,925 shares, the option is immediately exercisable upon grant and shall vest as to 2,365 shares on 01/18/04 and the balance of 139,560 divided into equal monthly installments thereafter such that the option shall be 100% vested on 12/18/08.

<u>Robert Blum</u> <u>02/28/200</u>

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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).

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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