

OMB APPROVAL	
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**INITIAL STATEMENT OF 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

<b>1. Name and Address of Reporting Person*</b> HEIDRICH A GRANT III <hr/> (Last) (First) (Middle) 2800 SAND HILL ROAD, SUITE 250 <hr/> (Street) MENLO PARK CA 94025 <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 04/29/2004	<b>3. Issuer Name and Ticker or Trading Symbol</b> CYTOKINETICS INC [CYTK]	
		<b>4. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Explanation of Responses	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b> <hr/> <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares <sup>M</sup>			
Series A Convertible Preferred Stock	(4)	(4)	Series A Preferred	2,137,500	\$ 0	I (1) (2)	by MF IX
Series B Convertible Preferred Stock	(4)	(4)	Series B Preferred	982,758	\$ 0	I (1) (2)	by MF IX
Series C Convertible Preferred Stock	(4)	(4)	Series C Preferred	278,499	\$ 0	I (1) (2)	by MF IX
Series E Convertible Preferred Stock	(4)	(4)	Series E Preferred	353,961	\$ 0	I (1) (2)	by MF IX
Series A Convertible Preferred Stock	(4)	(4)	Series A Preferred	112,500	\$ 0	I (1) (2)	by MF AIV
Series B Convertible Preferred Stock	(4)	(4)	Series B Preferred	51,724	\$ 0	I (1) (2)	by MF AIV
Series C Convertible Preferred Stock	(4)	(4)	Series C Preferred	14,658	\$ 0	I (1) (2)	by MF AIV
Series E Convertible Preferred Stock	(4)	(2)(4)	Series E Preferred	18,629	\$ 0	I (1) (2)	by MF AIV
Series C Convertible Preferred Stock	(4)	(4)	Series C Preferred	52,632	\$ 0	I (3)	TTEE
Series E Convertible Preferred Stock	(4)	(4)	Series E Preferred	5,449	\$ 0	I (3)	TTEE

**Explanation of Responses:**

1. The Reporting Person is a Managing Director of Mayfield IX Management, LLC, which is the sole General Partner of each of Mayfield IX (MF IX) and Mayfield Associates Fund IV (MF AIV). The Reporting Person may be deemed to have shared voting and dispositive power over the shares which are or may be deemed to be beneficially owned by MF IX and MF AIV, but disclaims such beneficial ownership, except to the extent of his pecuniary interest therein.
2. The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of equity securities covered by this statement.
3. The Reporting Person is a Trustee of certain family trusts.
4. Upon completion of the initial public offering, all Preferred Stock will be converted to Common Stock at a ratio of 1-for-2.

James T. Beck, Attorney-In-Fact for the Reporting Person      04/29/2004

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 5(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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby authorizes James T. Beck, Harvey Schloss and David L. Bandy to execute for and on behalf of the undersigned, in the undersigned's individual capacity and in the undersigned's capacity as a member of any limited liability company and partner of any general or limited partnership, (i) any and all filings pursuant to Section 16 of the Securities Exchange Act of 1934 (the Exchange Act), including any and all Forms 3, 4 and 5, and Section 13 of the Exchange Act, including Schedules 13D and 13G, and any amendments thereto and joint filing agreements and other documents in connection therewith, and (ii) any applications for EDGAR access codes, including the Form ID, in each case as may be required to be filed from time to time with the U. S. Securities and Exchange Commission with respect to any investments of Mayfield Fund and its affiliates (collectively, Mayfield), and cause any and all of such forms, schedules, agreements and documents to be filed with the U. S. Securities and Exchange Commission pursuant to Section 13 and Section 16 of the Exchange Act, relating to the undersigned's direct or indirect beneficial ownership of securities (in the undersigned's individual capacity, or in the undersigned's capacity as a member of any limited liability company or partner in any general or limited partnership). The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-facts substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is Mayfield assuming, any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer an employee, member or partner of Mayfield, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of September, 2002.

A. Grant Heidrich, III