UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESM

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OMB

OMB APPROVAL

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

1. Name and Address of Reporting Person [*]	2. Date of Event Requiring Statement (Month/Day/Year) 04/28/2004	Issuer Name and Ticker or Trading Symbol CYTOKINETICS INC [CYTK]			
SPUDICH JAMES A		4. Relationship of Reporting Person(s) 5. If Amendment, Date of Original Filed (Month/Day/Year)			
(Last) (First) (Middle) 3035 COUNTRY CLUB COURT		(Check all applicable) X Director Officer (give title below) Officer (give below) Other (specify below) 10% Owner Other (specify below) 6. Individual or Joint/Group Filin (Check Applicable Line) X Form filed by One Reporting Person			
(Street) PALO ALTOCA 94304		Form filed by More than One Reporting Person			
(City) (State) (Zip)					

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)					
Common Stock	25,000 ⁽¹⁾	D						
Common Stock	215,000 (1)	D						

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4)	Expiration Date Sec (Month/Day/Year) Der		Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Excercise	Form: Direct (D)	6. Nature of Indirect Beneficial Ownership				
	Date Exercisable	Expiration Date	Title	Amount or Number of SharesM	Price of Derivative Security	or Indirect (I) (Instr. 5)	(Instr. 5)				
Employee Stock Option (right to buy)	09/22/1998(2)	09/22/2008	Common Stock	25,000 (3)	\$ 0.6	D					
Employee Stock Option (right to buy)	07/10/2002(2)	07/10/2012	Common Stock	10,000	\$ 0.6	D					

Explanation of Responses:

- 1. Shares held by James A. Spudich and Annamma Spudich, Co-Trustees of the Spudich Living Trust u/t/a February 9, 1993.
- 2. Option immediately exercisable upon Date of Grant.
- 3. Shares underlying the option are released from the Company's repurchase right with a schedule of 1/4 after one year (September 21, 1999) and 1/48 per month thereafter
- 4. Shares underlying the option are released from the Company's repurchase right with a schedule of 1/24th after one month (June 1, 2002) and 1/24th per month thereafter

/s/ James H. Sabry, by
power of attorney

** Signature of Reporting
Person
/s/ Robert I. Blum, by
power of attorney

** Signature of Reporting
Person

Date

04/28/2004

04/28/2004

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

The undersigned, as a Section 16 reporting person of Cytokinetics, Incorporated (the "Company"), hereby constitutes and appoints James H. Sabry and Robert I. Blum, and each of them, the undersigned's true and lawful attorney-in-fact to:

- 1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
- 2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this $23 \, \text{rd}$ day of April, 2004.

Signature: /s/ James A. Spudich

Print Name: James A. Spudich
