## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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

1. Name and Address of Reporting Person*						2. Issuer Name and Ticker or Trading Symbol CYTOKINETICS INC [ CYTK ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Blum Robert I															- <sup>`</sup>	Director 10% Owner					
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 02/24/2005										X Officer (give title below)			Other ( below)	specify	
280 EAST GRAND AVENUE																EVP, Corp. Development & CBO					
						4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable					
(Street) SOUTH SAN																Line) X Form filed by One Reporting Person					
FRANCISCO CA 94080																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 (Ins	str. 3)		2. Transa Date		Exe	A. Deemed xecution Date,			Transaction E		4. Securities Acquired ( Disposed Of (D) (Instr. 3				Securit	ies	6. Ownership Form: Direct		7. Nature of Indirect	
(M				(Month/D	ay/Year)	ear) if any (Month/Day/Year)					and 5)	and 5)			Benefic	- In		or irect (I)	Beneficial Ownership		
									ode	v	Amoun	t (A) or		Price	Follow Report		(ins	str. 4)	(Instr. 4)		
														D)			3 and 4)				
Common Stock				02/24/2005		ļ			S		5,00	0	D	\$9.2	5 73	3,750		D			
Common Stock																12	2,500		I	by Trust 1 <sup>(1)</sup>	
Common Stock															12,500			I	by Trust 2 <sup>(2)</sup>		
			Tabl	e II - Deri (e.g	vative : ., puts, (											wned					
1. Title of Derivative Security (Instr. 3)	rivative Conversion Date Execution Date, curity or Exercise (Month/Day/Year) if any			Code (In		tion Number E		Expir	6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Secu (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)		
													or								
					Code	l,	(A)	(D)	Date	cisable	Ex	piration	Title	of	umber nares						
Incentive Stock Option (right to buy)	\$0.58										┢	/14/2010	Comm	ion 11	12,500		112,50	0	D		
Incentive Stock Option (right to buy)	\$1.2								07/10	)/2002 <sup>(4)</sup>	07	/10/2012	Comm Stocl		3,333		83,333		D		
Incentive Stock Option (right to buy)	\$1.2								05/21	/2003 <sup>(5)</sup>	05	/21/2013	Comm Stocl		7,500		37,500	)	D		
Incentive Stock Option (right to buy)	\$2								12/18	8/2003 <sup>(6)</sup>	) 12	/18/2013	Comm Stocl		7,500		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)		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)				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.

> Robert Blum \*\* Signature of Reporting Person

02/28/2005

Date

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

 $^{\ast}$  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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