

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* <b>SCHMERTZLER MICHAEL</b>  (Last) (First) (Middle) <b>C/O CREDIT SUISSE FIRST BOSTON</b> <b>ELEVEN MADISON AVENUE</b>  (Street) <b>NEW YORK NY 10010</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CYTKINETICS INC [ CYTK ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>04/29/2004</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/29/2004		C		1,446,899 <sup>(1)</sup>	A	\$12	1,446,899	I	Shares held by Credit Suisse First Boston Equity Partners, L.P. <sup>(2)</sup>
Common Stock	04/29/2004		C		780,996 <sup>(1)</sup>	A	\$12	2,227,895	I	Shares held by Credit Suisse First Boston Equity Partners, L.P. <sup>(2)</sup>
Common Stock	04/29/2004		C		404,445 <sup>(1)</sup>	A	\$12	2,632,340	I	Shares held by Credit Suisse First Boston Equity Partners (Bermuda), L.P. <sup>(2)</sup>
Common Stock	04/29/2004		C		218,308 <sup>(1)</sup>	A	\$12	2,850,648	I	Shares held by Credit Suisse First Boston Equity Partners (Bermuda), L.P. <sup>(2)</sup>

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/29/2004		C		1,287 <sup>(1)</sup>	A	\$12	2,851,935	I	Shares held by Credit Suisse First Boston U.S. Executive Advisors, L.P. <sup>(2)</sup>
Common Stock	04/29/2004		C		695 <sup>(1)</sup>	A	\$12	2,852,630	I	Shares held by Credit Suisse First Boston U.S. Executive Advisors, L.P. <sup>(2)</sup>
Common Stock	04/29/2004		C		144,000 <sup>(1)</sup>	A	\$12	2,996,630	I	Shares held by EMA Private Equity Fund 2000, L.P. <sup>(2)</sup>
Common Stock	04/29/2004		C		108,631 <sup>(1)</sup>	A	\$12	3,105,261	I	Shares held by EMA Partners Fund 2000, L.P. <sup>(2)</sup>

**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 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				
Series C Preferred Stock	\$0.5 <sup>(3)</sup>	04/29/2004		C		1,446,899		04/29/2004	04/29/2004	Common Stock	1,446,899	\$12	1,446,899	I	Shares held by Credit Suisse First Boston Equity Partners, L.P. <sup>(2)</sup>
Series E Preferred Stock	\$0.5 <sup>(3)</sup>	04/29/2004		C		780,996		04/29/2004	04/29/2004	Common Stock	780,996	\$12	2,227,895	I	Shares held by Credit Suisse First Boston Equity Partners, L.P. <sup>(2)</sup>
Series C Preferred Stock	\$0.5 <sup>(3)</sup>	04/29/2004		C		404,445		04/29/2004	04/29/2004	Common Stock	404,445	\$12	2,632,340	I	Shares held by Credit Suisse First Boston Equity Partners (Bermuda), L.P. <sup>(2)</sup>

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Series E Preferred Stock	\$0.5 <sup>(3)</sup>	04/29/2004		C			218,308	04/29/2004	04/29/2004	Common Stock	218,308	\$12	2,850,648	I	Shares held by Credit Suisse First Boston Equity Partners (Bermuda), L.P. <sup>(2)</sup>
Series C Preferred Stock	\$0.5 <sup>(3)</sup>	04/29/2004		C			1,287	04/29/2004	04/29/2004	Common Stock	1,287	\$12	2,851,935	I	Shares held by Credit Suisse First Boston U.S. Executive Advisors, L.P. <sup>(2)</sup>
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Series C Preferred Stock	\$0.5 <sup>(3)</sup>	04/29/2004		C			108,631	04/29/2004	04/29/2004	Common Stock	108,631	\$12	3,105,261	I	Shares held by EMA Partners Fund 2000, L.P. <sup>(2)</sup>

**Explanation of Responses:**

1. Reflects conversion of Preferred Stock into Common Stock effective upon the Company's initial public offering, April 29, 2004.
2. Mr. Schmertzler, one of the Company's Directors, is Managing Director of Aries Advisors, LLC, sub-advisors to Credit Suisse First Boston Equity Partners. Although Mr. Schmertzler shares voting and investment control over these shares held by the entities, he disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
3. Reflects 1-for-2 reverse stock split which became effective on April 26, 2004.

/s/ James H. Sabry, by power  
of attorney 05/03/2004

\*\* 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 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.

**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 29th day of April, 2004.

Signature: /s/ Michael Schmertzler

Print Name: Michael Schmertzler