

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* MAYFIELD IX (Last) (First) (Middle) 2800 SAND HILL ROAD SUITE 250 (Street) MENLO PARK CA 94025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CYTKINETICS INC [CYTK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2004	
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	05/04/2004		C		1,876,358	A	\$0	1,876,358	D ⁽¹⁾⁽²⁾⁽³⁾	
Common Stock	05/04/2004		C		98,755	A	\$0	98,755	I ⁽¹⁾⁽²⁾⁽³⁾	by MFAIV
Common Stock	05/04/2004		C		142,895	A	\$0	142,895	I ⁽¹⁾⁽²⁾⁽³⁾	by Cell Trust
Common Stock	05/04/2004		C		13,705	A	\$0	13,705	I ⁽¹⁾⁽²⁾⁽³⁾	by Cell Trust II

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 A Preferred Stock	\$0	05/04/2004		C			2,137,500	(3)	(3)	Common Stock	1,068,750	\$0	0	D ⁽¹⁾⁽²⁾	
Series B Preferred Stock	\$0	05/04/2004		C			982,758	(3)	(3)	Common Stock	491,379	\$0	0	D ⁽¹⁾⁽²⁾	
Series C Preferred Stock	\$0	05/04/2004		C			278,499	(3)	(3)	Common Stock	139,249	\$0	0	D ⁽¹⁾⁽²⁾	
Series E Preferred Stock	\$0	05/04/2004		C			353,961	(3)	(3)	Common Stock	176,980	\$0	0	D ⁽¹⁾⁽²⁾	
Series A Preferred Stock	\$0	05/04/2004		C			112,500	(3)	(3)	Common Stock	56,250	\$0	0	I ⁽¹⁾⁽²⁾	by MF AIV
Series B Preferred Stock	\$0	05/04/2004		C			51,724	(3)	(3)	Common Stock	25,862	\$0	0	I ⁽¹⁾⁽²⁾	by MF AIV
Series C Preferred Stock	\$0	05/04/2004		C			14,658	(3)	(3)	Common Stock	7,329	\$0	0	I ⁽¹⁾⁽²⁾	by MF AIV
Series E Preferred Stock	\$0	05/04/2004		C			18,629	(3)	(3)	Common Stock	9,314	\$0	0	I ⁽¹⁾⁽²⁾	by MF AIV
Series C Preferred Stock	\$0	05/04/2004		C			285,790	(3)	(3)	Common Stock	142,895	\$0	0	I ⁽¹⁾⁽²⁾	by Cell Trust
Series E Preferred Stock	\$0	05/04/2004		C			27,410	(3)	(3)	Common Stock	13,705	\$0	0	I ⁽¹⁾⁽²⁾	by Cell Trust II

1. Name and Address of Reporting Person*

MAYFIELD IX

(Last) (First) (Middle)
2800 SAND HILL ROAD
SUITE 250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

MAYFIELD IX MANAGEMENT LLC

(Last) (First) (Middle)
2800 SAND HILL ROAD
SUITE 250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

MAYFIELD ASSOCIATES FUND IV L P

(Last) (First) (Middle)
2800 SAND HILL ROAD
SUITE 250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

UNGER WILLIAM D

(Last) (First) (Middle)
2800 SAND HILL ROAD
SUITE 250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

AUKEN WENDELL G VAN III

(Last) (First) (Middle)
2800 SAND HILL ROAD
SUITE 250

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<u>FONG KEVIN A</u>		
(Last)	(First)	(Middle)
2800 SAND HILL ROAD SUITE 250		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>MYERS FRANK G JR</u>		
(Last)	(First)	(Middle)
2800 SAND HILL ROAD SUITE 250		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>DALAL YOGEN K</u>		
(Last)	(First)	(Middle)
2800 SAND HILL ROAD SUITE 250		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		

Explanation of Responses:

1. The individual Reporting Persons are Managing Directors 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 individual Reporting Persons 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 disclaim such beneficial ownership, except to the extent of their pecuniary interest therein. The individual Reporting Persons are also Trustees of The Cell Trust (Cell Trust) and The Cell Trust II (Cell Trust II), of which the individual Reporting Persons or their family trusts are the trustors and beneficiaries. The Trustees may be deemed to have shared voting and dispositive power over the shares held in Cell Trust and Cell Trust II, but disclaim such beneficial ownership, except to the extent of their 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 Persons are the beneficial owners of equity securities covered by this statement. Each of the Reporting Persons included in this filing hereby designates Mayfield IX as its designated filer of Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder.

3. Upon closing of the initial public offering, all Preferred Stock converted to Common Stock at a ratio of 1-for-2.

Remarks:

James T. Beck, Attorney-In-Fact for each Reporting Person 05/04/2004

** 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.