

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

1. Name and Address of Reporting Person* DOW STEPHEN M <hr/> (Last) (First) (Middle) 13455 NOEL ROAD, SUITE 1670 <hr/> (Street) DALLAS TX 75240 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/28/2004	3. Issuer Name and Ticker or Trading Symbol CYTOKINETICS INC [CYTK]	
		4. 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)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 ^M			
Series A Preferred Stock	(1)	(1)	Common Stock	1,122,000	\$ 0	I	See Footnote ⁽²⁾
Series B Preferred Stock	(1)	(1)	Common Stock	515,688	\$ 0	I	See Footnote ⁽³⁾
Series C Preferred Stock	(1)	(1)	Common Stock	526,315	\$ 0	I	See Footnote ⁽⁴⁾
Series E Preferred Stock	(1)	(1)	Common Stock	1,000,000	\$ 0	I	See Footnote ⁽⁵⁾

Explanation of Responses:

- Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series E Preferred Stock may be converted at anytime into common stock on a 1-for-2 basis; automatically converts at the closing of an initial public offering.
- Total common shares of 1,122,000 represents 1,040,094 of such common shares held by Sevin Rosen Fund VI L.P. (SRFVI), and 81,906 of such common shares held by Sevin Rosen VI Affiliates Fund L.P. (SRFVI AFF). Stephen Dow (Dow), Stephen Domenik (Domenik) Jon Bayless (Bayless), John Jaggars (Jaggars) and Charles Phipps (Phipps) are general partners of the general partner of SRFVI and SRFVI AFF. Messers. Dow, Domenik, Bayless, Jaggars and Phipps disclaim beneficial ownership of these shares except to the extent of his proportionate partnership interest in these shares.
- Total common shares of 515,688 represents 478,043 of such common shares held by SRFVI and 37,645 of such common shares held by SRFVI AFF. Dow, Domenik, Bayless, Jaggars and Phipps are general partners of the general partner of SRFVI and SRFVI AFF. Messers. Dow, Domenik, Bayless, Jaggars and Phipps disclaim beneficial ownership of these shares except to the extent of his proportionate partnership interest in these shares.
- Total common shares of 526,315 represents 97,579 of such common shares held by SRFVI, 7,684 of such common shares held by SRFVI AFF, 412,631 of such common shares held by Sevin Rosen Fund VIII L.P. (SRFVIII), and 8,421 of such common shares held by Sevin Rosen VIII Affiliates Fund L.P. (SRFVIII AFF). Dow, Domenik, Bayless, Jaggars and Phipps are general partners of the general partner of SRFVI and SRFVI AFF. Dow, Domenik, Bayless, Jaggars, Phipps, Jackie Kimzey (Kimzey), David Shrigley (Shrigley) and Alan Schuele (Schuele) are general partners of the general partner of SRFVIII and SRFVIII AFF. Messers. Dow, Domenik, Bayless, Jaggars, Phipps, Kimzey, Shrigley and Schuele disclaim beneficial ownership of these shares except to the extent of his proportionate partnership interest in these shares.
- Total common shares of 1,000,000 represents 625,950 of such common shares held by Sevin Rosen Fund VII L.P. (SRFVII), 24,050 of such common shares held by Sevin Rosen VII Affiliates Fund L.P. (SRFVII AFF), 343,000 of such common shares held by SRFVIII and 7,000 of such common shares held by SRFVIII AFF. Dow, Domenik, Bayless, Jaggars, Phipps, Kimzey, and Shrigley are general partners of the general partner of SRF VII and SRFVII AFF. Dow, Domenik, Bayless, Jaggars, Phipps, Kimzey, Shrigley and Schuele are general partners of the general partner of SRFVIII and SRFVIII AFF. Messers. Dow, Domenik, Bayless, Jaggars, Phipps, Kimzey, Shrigley and Schuele disclaim beneficial ownership of these shares except to the extent of his proportionate partnership interest in these shares.

John V. Jaggars, By Power 04/28/2004
Of Attorney

** 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.