FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL							
OMB Number:	3235-0287						
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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*  DOW STEPHEN M					<u>CY</u>	2. Issuer Name and Ticker or Trading Symbol CYTOKINETICS INC [ CYTK ]								neck all	ionship of Reporting Pe all applicable) Director			erson(s) to Issuer 10% Owner	
(Last)	(Fi	rst) (	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 05/24/2007									Officer (give title below)			Other (specify below)	
C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670					4. If Amendment, Date of Original Filed (Month/Day/Year) 05/25/2007								6. Individual or Joint/Group Filing (Check Applicatione)						
(Street)	S T2	<b>C</b> 7	75240											F		filed by Mor		oorting Person	
(City)	(St	ate) (	Zip)																
		Tab	le I - N	on-Deriv	ative S	Sec	urities	Ac	quired, D	isp	osed o	of, or Be	eneficia	lly Ov	vne	d			
1. Title of Security (Instr. 3)  2. Transacti Date (Month/Day						Execution Date,			Code (Ins	Transaction Dispose Code (Instr. and 5)			uired (A) ( Instr. 3, 4			ties F cially (I		m: Direct or rect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code				v	Amount (A) or (D)		or Price	Re	Reported Transaction(s) (Instr. 3 and 4)		(1113	4)	(111341. 4)	
	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)		n of E		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 derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		Beneficial Ownership
					Code	v	(A)	(D)	Date Exercisable	Exp	oiration te	Title	Amount or Number of Shares						
Stock Option (Right To Buy)	\$6.55	05/24/2007			A		10,000		05/24/2007	05/3	24/2017	Common Stock	10,000	\$0		10,000		D	

Explanation of Responses:

John V. Jaggers, As Attorney-In-Fact

01/16/2008

\*\* Signature of Reporting Person Date

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

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.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).