

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* RUTTER WILLIAM J <hr/> (Last) (First) (Middle) ONE MARKET STREET, STEUART TOWER, SUITE 1475 <hr/> (Street) SAN FRANCISCO CA 94105 <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 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) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 B Preferred Stock	04/26/2004	04/26/2004	Common Stock	115,266 ⁽²⁾	\$ 0.5 ⁽¹⁾	D ⁽³⁾	
Series B Preferred Stock	04/26/2004	04/26/2004	Common Stock	57,147 ⁽²⁾	\$ 0.5 ⁽¹⁾	D ⁽⁴⁾	
Employee Stock Option (right to buy)	07/27/1999 ⁽⁵⁾	07/27/2009	Common Stock	35,340 ⁽⁶⁾	\$ 0.1	D	

Explanation of Responses:

1. Reflects 1-for-2 reverse stock split which became effective on April 26, 2004.
2. Reflects conversion of Preferred Stock into Common Stock effective upon the Company's initial public offering.
3. Shares held by The William J. Rutter Revocable Trust
4. Shares held by Rutter Investments, L.P.
5. Option immediately exercisable upon Date of Grant.
6. The shares subject to the Option shall be released from the Company's Repurchase Option per the following vesting schedule: 1/48th after one month (May 5, 2000) and 1/48th per month thereafter. Initial option grant was 125,000 shares, however, Mr. Rutter exercised and immediately transferred 27,160 shares as bonafide gifts in 2003 and 2004.

/s/ James H. Sabry, by 04/28/2004
power of attorney

** Signature of Reporting
Person Date

/s/ Robert I. Blum, by 04/28/2004
power 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.

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 26th day of April, 2004.

Signature: /s/ William J. Rutter

Print Name: William J. Rutter, Ph.D.
