

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* <u>SCHMERTZLER MICHAEL</u> (Last) (First) (Middle) <u>C/O CREDIT SUISSE</u> <u>11 MADISON AVENUE</u> (Street) <u>NEW YORK NY 10010</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CYTOKINETICS INC [CYTK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/21/2009</u>	
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	05/21/2009		P		1,522,840 ⁽¹⁾	A	\$1.97	5,389,208 ⁽²⁾	I	Indirect ⁽¹⁾⁽²⁾

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
Warrants	\$2.75	05/21/2009		P		761,420 ⁽³⁾		05/21/2009	11/21/2011	Common Stock	761,420 ⁽³⁾	\$0 ⁽³⁾	761,420 ⁽³⁾	I	Indirect ⁽³⁾
Stock Option (right to buy)	\$1.85	05/21/2009		A		15,000 ⁽⁴⁾		05/21/2009	05/21/2019	Common Stock	15,000 ⁽⁴⁾	\$0 ⁽⁴⁾	15,000	D	

Explanation of Responses:

- Represents: (a) 1,189,333 shares of Common Stock held by Credit Suisse First Boston Equity Partners, L.P.; (b) 332,449 shares of Common Stock held by Credit Suisse First Boston Equity Partners (Bermuda), L.P.; and (c) 1,058 shares of Common Stock held by Credit Suisse First Boston U.S. Executive Advisors, L.P. Mr. Schmertzler is a Managing Director of Aries Advisors, LLC, the sub-advisor to Credit Suisse First Boston Equity Partners, L.P. Mr. Schmertzler disclaims beneficial ownership of the shares held by entities affiliated with Credit Suisse except to the extent of his proportionate partnership or membership interest, if any, therein.
- The post transaction share total of 5,389,208 is represented by the following: (a) 4,011,649 shares of Common Stock held by Credit Suisse First Boston Equity Partners, L.P.; (b) 1,121,358 shares of Common Stock held by Credit Suisse First Boston Equity Partners (Bermuda), L.P.; (c) 3,569 shares of Common Stock held by Credit Suisse First Boston U.S. Executive Advisors, L.P.; (d) 108,632 shares of Common Stock held by EMA Partners Fund 2000, L.P.; and (e) 144,000 shares of Common Stock held by EMA Private Equity Fund 2000, L.P. Such amounts include shares of Common Stock issuable upon exercise of warrants described in Table II. Mr. Schmertzler is a Managing Director of Aries Advisors, LLC, the sub-advisor to Credit Suisse First Boston Equity Partners, L.P. Mr. Schmertzler disclaims beneficial ownership of the shares held by entities affiliated with Credit Suisse except to the extent of his proportionate partnership or membership interest, if any, therein.
- Represents: (a) 594,667 shares of Common Stock underlying warrants issued to Credit Suisse First Boston Equity Partners, L.P. that are exercisable within 60 days; (b) 166,224 shares of Common Stock underlying warrants issued to Credit Suisse First Boston Equity Partners (Bermuda), L.P. that are exercisable within 60 days; and (c) 529 shares of Common Stock underlying warrants issued to Credit Suisse First Boston U.S. Executive Advisors, L.P. that are exercisable within 60 days. Mr. Schmertzler is a Managing Director of Aries Advisors, LLC, the sub-advisor to Credit Suisse First Boston Equity Partners, L.P. Mr. Schmertzler disclaims beneficial ownership of the shares held by entities affiliated with Credit Suisse except to the extent of his proportionate partnership or membership interest, if any, therein.
- The options vest in twelve equal monthly installments and shall be 100% vested on May 21, 2010.

/s/Michael Schmertzler 05/22/2009

** 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.

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