

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 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) C/O CREDIT SUISSE FIRST BOSTON ELEVEN MADISON AVENUE (Street) NEW YORK NY 10010 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/28/2004	3. Issuer Name and Ticker or Trading Symbol <u>CYTOKINETICS INC [CYTK]</u>	
		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) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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 Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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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			
Series C Preferred Stock	04/26/2004	04/26/2004	Common Stock	1,446,899 ⁽²⁾	0.5 ⁽¹⁾	I	Shares held by Credit Suisse First Boston Equity Partners, L.P. ⁽³⁾
Series E Preferred Stock	04/26/2004	04/26/2004	Common Stock	780,996 ⁽²⁾	0.5 ⁽¹⁾	I	Shares held by Credit Suisse First Boston Equity Partners, L.P. ⁽³⁾
Series C Preferred Stock	04/26/2004	04/26/2004	Common Stock	404,445 ⁽²⁾	0.5 ⁽¹⁾	I	Shares held by Credit Suisse First Boston Equity Partners (Bermuda), L.P. ⁽³⁾
Series E Preferred Stock	04/26/2004	04/26/2004	Common Stock	218,308 ⁽²⁾	0.5 ⁽¹⁾	I	Shares held by Credit Suisse First Boston Equity Partners (Bermuda), L.P. ⁽³⁾
Series C Preferred Stock	04/26/2004	04/26/2004	Common Stock	1,287 ⁽²⁾	0.5 ⁽¹⁾	I	Shares held by Credit Suisse First Boston U.S. Executive Advisors, L.P. ⁽³⁾
Series E Preferred Stock	04/26/2004	04/26/2004	Common Stock	695 ⁽²⁾	0.5 ⁽¹⁾	I	Shares held by Credit Suisse First Boston U.S. Executive Advisors, L.P. ⁽³⁾

**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			
Series C Preferred Stock	04/26/2004	04/26/2004	Common Stock	144,000 ⁽²⁾	0.5 ⁽¹⁾	I	Shares held by EMA Private Equity Fund 2000, L.P. ⁽³⁾
Series C Preferred Stock	04/26/2004	04/26/2004	Common Stock	108,631 ⁽²⁾	0.5 ⁽¹⁾	I	Shares held by EMA Partners Fund 2000, L.P. ⁽³⁾

Explanation of Responses:

- Reflects 1-for-2 reverse stock split which became effective on April 26, 2004.
- Reflects conversion of Preferred Stock into Common Stock effective upon the Company's initial public offering.
- Mr. Schmertzler, one of the Company's Directors, is Managing Director of Aries Advisors, LLC, sub-advisors to Credit Suisse First Boston Equity Partners. Although Mr. Schmertzler shares voting and investment control over these shares held by the entities, he disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

/s/ Michael Schmertzler 04/28/2004

** 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 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.