

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>MORGANS DAVID J JR</u> (Last) (First) (Middle) *280 E. GRAND AVENUE (Street) SOUTH SAN FRANCISCO CA 94084 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP, Drug Discovery & Tech.</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 04/28/2004 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 Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	17,500	D	
Common Stock	17,500	D	

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			
Employee Stock Option (right to buy)	11/14/2000	11/14/2010	Common Stock	45,000 ⁽²⁾	0.58 ⁽¹⁾	D	
Employee Stock Option (right to buy)	03/14/2001	03/14/2011	Common Stock	15,000	1 ⁽¹⁾	D	
Employee Stock Option (right to buy)	07/10/2002	07/10/2012	Common Stock	50,000	1.2 ⁽¹⁾	D	
Employee Stock Option (right to buy)	05/21/2003	05/21/2013	Common Stock	54,500	1.2 ⁽¹⁾	D	
Employee Stock Option (right to buy)	03/08/2004	03/08/2014	Common Stock	34,000 ⁽³⁾	6.5 ⁽¹⁾	D	

Explanation of Responses:

- 1. Amended to reflect post-split amount
- 2. Amended to reflect balance after exercise
- 3. Amended to reflect correct vesting schedule: The shares subject to the Option shall vest per the following vesting schedule: 1/48th after one month (April 8, 2004) and 1/48 per month thereafter

Remarks:

*Change of Address

/s/ James H. Sabry, by power of attorney 07/26/2004

/s/ Robert I. Blum, by power of attorney 07/26/2004

** 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.

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