

CYTOKINETICS INC
Form 4
October 29, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DOW STEPHEN M

2. Issuer Name and Ticker or Trading Symbol
CYTOKINETICS INC [CYTK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
13455 NOEL ROAD, SUITE 1670

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/27/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

DALLAS, TX 75240

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock	10/27/2004		P	6,400 A \$ 8.28	6,400	I	See Footnote (1)
Common Stock	10/27/2004		P	17,500 A \$ 8.23	23,900	I	See Footnote (1)
Common Stock	10/27/2004		P	3,800 A \$ 8.2121	27,700	I	See Footnote (1)
Common Stock	10/27/2004		P	1,100 A \$ 8.17	28,800	I	See Footnote (1)

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Common Stock	10/27/2004		P	1,000	A	\$ 8.2	29,800	I	See Footnote (1)
Common Stock	10/27/2004		P	2,000	A	\$ 8.22	31,800	I	See Footnote (1)
Common Stock	10/27/2004		P	2,000	A	\$ 8.25	33,800	I	See Footnote (1)
Common Stock	10/27/2004		P	6,200	A	\$ 8.2679	40,000	I	See Footnote (1)
Common Stock	10/28/2004		P	6,000	A	\$ 9.094	46,000	I	See Footnote (1)
Common Stock	10/28/2004		P	1,500	A	\$ 9.07	47,500	I	See Footnote (1)
Common Stock	10/28/2004		P	2,500	A	\$ 9.01	50,000	I	See Footnote (1)
Common Stock	10/28/2004		P	1,000	A	\$ 8.95	51,000	I	See Footnote (1)
Common Stock	10/28/2004		P	5,000	A	\$ 8.91	56,000	I	See Footnote (1)
Common Stock	10/28/2004		P	4,000	A	\$ 8.94	60,000	I	See Footnote (1)
Common Stock							3,164,002	I	See Footnote (2)

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

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 control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene- ficial Own- ers Follo- wing Repo- sition- ing (Instr.			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOW STEPHEN M 13455 NOEL ROAD SUITE 1670 DALLAS, TX 75240	X	X		

Signatures

John V. Jagers, By Power Of Attorney
 Date: 10/29/2004
 __Signature of Reporting Person

Explanation of Responses:

- * 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).
- (1) Shares are held by the Dow Family Trust (the "Dow Trust"). Mr. Dow ("Dow") is a trustee and beneficiary of the Dow Trust.
 Total common shares of 3,164,002 represents 1,615,715 of such common shares held by Sevin Rosen Fund VI L.P. ("SRFVI"), 127,235 of such common shares held by Sevin Rosen VI Affiliates Fund L.P. ("SRFVI AFF"), 625,950 of such common shares held by Sevin Rosen Fund VII L.P. ("SRFVII"), 24,050 of such common shares held by Sevin Rosen VII Affiliates Fund L.P. ("SRFVII AFF"), 755,631
 (2) of such common shares held by Sevin Rosen Fund VIII L.P. ("SRFVIII") and 15,421 of such common shares held by Sevin Rosen VIII Affiliates Fund L.P. ("SRFVIII AFF"). Dow is a general partner of the general partner of SRFVI, SRFVI AFF, SRFVII, SRFVII AFF, SRFVIII and SRFVIII AFF. Dow disclaims beneficial ownership of these shares except to the extent of his proportionate partnership interest in these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.