

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

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>JAGGERS JOHN V</u> _____ (Last) (First) (Middle) 13455 NOEL ROAD SUITE 1670 _____ (Street) DALLAS, TX 75240 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CYTKINETICS INC [CYTK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/29/2004	
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	04/29/2004		C		3,164,003	A	(I)	3,164,003	I	See Footnote ⁽⁶⁾

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	Amount or Number of Shares				
Series A Preferred Stock	(I)	04/29/2004		C			2,244,000	(I)	(I)	Common Stock	1,122,000	(I)	0	I	See Footnote ⁽²⁾
Series B Preferred Stock	(I)	04/29/2004		C			1,031,377	(I)	(I)	Common Stock	515,688	(I)	0	I	See Footnote ⁽³⁾
Series C Preferred Stock	(I)	04/29/2004		C			1,052,631	(I)	(I)	Common Stock	526,315	(I)	0	I	See Footnote ⁽⁴⁾
Series D Preferred Stock	(I)	04/29/2004		C			2,000,000	(I)	(I)	Common Stock	1,000,000	(I)	0	I	See Footnote ⁽⁵⁾

1. Name and Address of Reporting Person* <u>JAGGERS JOHN V</u> _____ (Last) (First) (Middle) 13455 NOEL ROAD SUITE 1670 _____ (Street) DALLAS, TX 75240 _____ (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

DOMENIK STEPHEN L

(Last) (First) (Middle)

13455 NOEL ROAD
SUITE 1670

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

BAYLESS JON W

(Last) (First) (Middle)

13455 NOEL ROAD
SUITE 1670

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

PHIPPS CHARLES H

(Last) (First) (Middle)

13455 NOEL ROAD
SUITE 1670

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

KIMZEY JACKIE R

(Last) (First) (Middle)

13455 NOEL ROAD
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(Street)

DALLAS, TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SHRIGLEY DAVID A

(Last) (First) (Middle)

13455 NOEL ROAD
SUITE 1670

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SCHUELE ALAN R

(Last) (First) (Middle)

13455 NOEL ROAD
SUITE 1670

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

Explanation of Responses:

1. Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series E Preferred Stock converted into common stock on a 1-for-2 basis at the closing of the initial public offering.
2. Total common shares of 1,122,000 represents 1,040,094 of such common shares held by Sevin Rosen Fund VI L.P. (SRFVI), and 81,906 of such common shares held by Sevin Rosen VI Affiliates Fund L.P. (SRFVI AFF). Stephen Domenik (Domenik) Jon Bayless (Bayless), John Jagers (Jagers) and Charles Phipps (Phipps) are general partners of the general partner of SRFVI and SRFVI AFF. Messers. Domenik, Bayless, Jagers and Phipps disclaim beneficial ownership of these shares except to the extent of his proportionate partnership interest in these shares.
3. Total common shares of 515,688 represents 478,043 of such common shares held by SRFVI and 37,645 of such common shares held by SRFVI AFF. Domenik, Bayless, Jagers and Phipps are general partners of the general partner of SRFVI and SRFVI AFF. Messers. Domenik, Bayless, Jagers and Phipps disclaim beneficial ownership of these shares except to the extent of his proportionate partnership interest in these shares.
4. Total common shares of 526,315 represents 97,579 of such common shares held by SRFVI, 7,684 of such common shares held by SRFVI AFF, 412,631 of such common shares held by Sevin Rosen Fund VIII L.P. (SRFVIII), and 8,421 of such common shares held by Sevin Rosen VIII Affiliates Fund L.P. (SRFVIII AFF). Domenik, Bayless, Jagers and Phipps are general partners of the general partner of SRFVI and SRFVI AFF. Domenik, Bayless, Jagers, Phipps, Jackie Kimzey (Kimzey), David Shrigley (Shrigley) and Alan Schuele (Schuele) are general partners of the general partner of SRFVIII and SRFVIII AFF. Messers. Domenik, Bayless, Jagers, Phipps, Kimzey, Shrigley and Schuele disclaim beneficial ownership of these shares except to the extent of his proportionate partnership interest in these shares.
5. Total common shares of 1,000,000 represents 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), 343,000 of such common shares held by SRFVIII and 7,000 of such common shares held by SRFVIII AFF. Domenik, Bayless, Jagers, Phipps, Kimzey, and Shrigley are general partners of the general partner of SRF VII and SRFVII AFF. Domenik, Bayless, Jagers, Phipps, Kimzey, Shrigley and Schuele are general partners of the general partner of SRFVIII and SRFVIII AFF. Messers. Domenik, Bayless, Jagers, Phipps, Kimzey, Shrigley and Schuele disclaim beneficial ownership of these shares except to the extent of his proportionate partnership interest in these shares.
6. Total common shares of 3,164,003 represents 1,615,716 of such common shares held by SRFVI, 127,235 of such common shares held by SRFVI AFF, 625,950 of such common shares held by SRFVII, 24,050 of such common shares held by SRFVII AFF, 755,631 of such common shares held by SRF VIII and 15,421 of such common shares held by SRFVIII AFF. Domenik, Bayless, Jagers and Phipps are general partners of the general partner of SRFVI and SRFVI AFF. Domenik, Bayless, Jagers, Phipps, Kimzey, and Shrigley are general partners of the general partner of SRF VII and SRFVII AFF. Domenik, Bayless, Jagers, Phipps, Kimzey, Shrigley and Schuele are general partners of the general partner of SRFVIII and SRFVIII AFF. Messers. Domenik, Bayless, Jagers, Phipps, Kimzey, Shrigley and Schuele disclaim beneficial ownership of these shares except to the extent of his proportionate partnership interest in these shares.

John V. Jagers, By Power Of 04/29/2004
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 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.

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.