

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> SRB ASSOCIATES VII LP <hr/> (Last) (First) (Middle) 13455 NOEL ROAD, SUITE 1670 <hr/> (Street) DALLAS TX 75240 <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 04/28/2004	<b>3. Issuer Name and Ticker or Trading Symbol</b> CYTOKINETICS INC [CYTK]	
		<b>4. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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 Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

**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 <sup>M</sup>			
Series E Preferred Stock	(1)	(1)	Common Stock	650,000	\$ 0	I	See Footnote <sup>(2)</sup>

**Explanation of Responses:**

- Each share of Series E Preferred Stock may be converted at any time into common stock on a 1-for-2 basis; automatically converts at the closing of an initial public offering.
- Total common shares of 650,000 represents 625,950 of such common shares held by Sevin Rosen Fund VII L.P. (SRFVII) and 24,050 of such common shares held by Sevin Rosen VII Affiliates Fund L.P. (SRFVII AFF). SRB Associates VII L.P. (SRB) is the general partner of SRFVII and SRFVII AFF, and in that capacity, has shared voting and dispositive power over such shares. SRB disclaims beneficial ownership of such shares except to the extent of its pecuniary interest.

John V. Jagers, General  
Partner, By Power Of      04/28/2004  
Attorney

\*\* Signature of Reporting      Date  
Person

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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