

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>HEIDRICH A GRANT III</u> (Last) (First) (Middle) 2800 SAND HILL ROAD SUITE 250 (Street) MENLO PARK CA 94025 (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>See Explanation of Responses</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/29/2004</u>	
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	04/28/2004		C		1,876,358	A	\$0	1,876,358	I ⁽¹⁾⁽²⁾⁽³⁾	by MF IX
Common Stock	04/28/2004		C		98,755	A	\$0	98,755	I ⁽¹⁾⁽²⁾⁽³⁾	by MFAIV
Common Stock	04/28/2004		C		29,040	A	\$0	29,040	I ⁽³⁾⁽⁴⁾	TTEE

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
Series A Preferred Stock	\$0	04/28/2004		C			2,317,500	(3)	(3)	Common Stock	2,317,500	\$0	0	I ⁽¹⁾⁽²⁾	by MF IX
Series B Preferred Stock	\$0	04/28/2004		C			982,758	(3)	(3)	Common Stock	982,758	\$0	0	I ⁽¹⁾⁽²⁾	by MF IX
Series C Preferred Stock	\$0	04/28/2004		C			278,499	(3)	(3)	Common Stock	278,499	\$0	0	I ⁽¹⁾⁽²⁾	by MF IX
Series E Preferred Stock	\$0	04/28/2004		C			353,961	(3)	(3)	Common Stock	353,961	\$0	0	I ⁽¹⁾⁽²⁾	by MF IX
Series A Preferred Stock	\$0	04/28/2004		C			112,500	(3)	(3)	Common Stock	112,500	\$0	0	I ⁽¹⁾⁽²⁾	by MF AIV
Series B Preferred Stock	\$0	04/28/2004		C			51,724	(3)	(3)	Common Stock	51,724	\$0	0	I ⁽¹⁾⁽²⁾	by MF AIV
Series C Preferred Stock	\$0	04/28/2004		C			14,658	(3)	(3)	Common Stock	14,658	\$0	0	I ⁽¹⁾⁽²⁾	by MF AIV
Series E Preferred Stock	\$0	04/28/2004		C			18,629	(3)	(3)	Common Stock	18,629	\$0	0	I ⁽¹⁾⁽²⁾	by MF AIV
Series C Preferred Stock	\$0	04/28/2004		C			52,632	(3)	(3)	Common Stock	52,632	\$0	0	I ⁽⁴⁾	TTEE
Series E Preferred Stock	\$0	04/28/2004		C			5,449	(3)	(3)	Common Stock	5,449	\$0	0	I ⁽⁴⁾	TTEE

Explanation of Responses:

- The Reporting Person is a Managing Director of Mayfield IX Management, LLC, which is the sole General Partner of each of Mayfield IX (MF IX) and Mayfield Associates Fund IV (MF AIV). The Reporting Person may be deemed to have shared voting and dispositive power over the shares which are or may be deemed to be beneficially owned by MF IX and MF AIV, but disclaims such beneficial ownership, except to the extent of his pecuniary interest therein.
- The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of equity securities covered by this statement.
- Upon completion of the initial public offering, all Preferred Stock converted to Common Stock at a ratio of 1-for-2.

4. The Reporting Person is a Trustee of certain family trusts.

Remarks:

James T. Beck, Attorney-In-
Fact for the Reporting Person 04/29/2004

** 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 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.