

<b>OMB APPROVAL</b>	
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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>DOW STEPHEN M</u>  (Last) (First) (Middle) <u>C/O SEVIN ROSEN FUNDS</u> <u>13455 NOEL ROAD, SUITE 1670</u>  (Street) <u>DALLAS TX 75240</u>  (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) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/14/2012</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	11/14/2012		S		1,742,950 <sup>(1)</sup>	D	\$0.6101 <sup>(2)</sup>	1,421,052 <sup>(3)</sup>	I	See Footnote
Common Stock								145,000 <sup>(4)</sup>	I	See Footnote

**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					

**Explanation of Responses:**

- Total shares of 1,742,950 represents 1,615,715 shares held directly by Sevin Rosen Fund VI L.P. ("SRFVI"), and 127,235 shares held directly by Sevin Rosen VI Affiliates Fund L.P. ("SRVI AFF"). Stephen M. Dow is the general partner of SRB Associates VI L.P. ("SRB VI"), the general partner of SRFVI and SRVI AFF, and disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares. The sale of common shares was effected pursuant to Rule 144 and involved the filing of a Form 144 and the making of certain representations.
- The shares sold on this date were sold in multiple transactions. The price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$.6100 to \$.6450. The number of shares sold at each separate price will be provided to the Securities and Exchange Commission, Cytokinetics Incorporated and any Cytokinetics stockholder, upon request.
- Following the reported transaction, 625,950 shares are held by Sevin Rosen Fund VII L.P., ("SRFVII"), 24,050 shares are held by Sevin Rosen VII Affiliates Fund L.P. ("SRVII AFF"), 755,631 shares are held by Sevin Rosen Fund VIII L.P. and 15,421 shares are held by Sevin Rosen VIII Affiliates Fund L.P. ("SRVIII AFF"). Dow is a general partner of SRB Associates VII L.P., the general partner of SRFVII and SRVII AFF, and a general partner of SRB Associates VIII L.P., the general partner of SRFVIII and SRVIII AFF. Dow disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.
- Total common shares of 145,000 are held by The Dow Family Trust ("Dow Trust"). Dow is a trustee and beneficiary of the Dow Trust.

John V. Jagers, As Attorney- 11/16/2012  
In-Fact

\*\* 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.