

HEIDRICH A GRANT III
Form 4
November 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 *
HEIDRICH A GRANT III

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)
2800 SAND HILL ROAD, SUITE 250

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
See Explanation of Responses

MENLO PARK, CA 94025

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)
			Code	V	Amount or Price		
Common Stock	11/24/2004		S		70,870 D \$ 8.5576	1,805,488	I <u>(1)</u> <u>(2)</u> by MF IX
Common Stock	11/26/2004		S		9,500 D \$ 8.7235	1,795,988	I <u>(1)</u> <u>(2)</u> by MF IX
Common Stock	11/29/2004		S		14,630 D \$ 8.8013	1,781,358	I <u>(1)</u> <u>(2)</u> by MF IX
Common Stock	11/24/2004		S		3,730 D \$ 8.5576	95,025	I <u>(1)</u> <u>(2)</u> by MFAIV
Common Stock	11/26/2004		S		500 D \$ 8.7235	94,525	I <u>(1)</u> <u>(2)</u> by MF AIV

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Common Stock	11/29/2004	S	770	D	\$ 8.8013	93,755	I <u>(1)</u> <u>(2)</u>	by MF AIV
Common Stock						29,040	I <u>(3)</u>	TTEE

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

HEIDRICH A GRANT III
2800 SAND HILL ROAD
SUITE 250
MENLO PARK, CA 94025

Director 10% Owner Officer Other

X

See Explanation of Responses

Signatures

James T. Beck, Attorney-In-Fact for the Reporting Person

11/29/2004

**Signature of Reporting Person

Date

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) 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

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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.

- (2) 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.
- (3) The Reporting Person is a Trustee of certain family trusts.

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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