

CYTOKINETICS INC
Form 4
November 16, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
DOW STEPHEN M

(Last) (First) (Middle)

**C/O SEVIN ROSEN FUNDS, 13455
NOEL ROAD, SUITE 1670**

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CYTOKINETICS INC [CYTK]

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	11/14/2005		P	5,000 A \$ 8.4	65,000	I	See Footnote (1)
Common Stock	11/14/2005		P	3,500 A \$ 8.3414	68,500	I	See Footnote (1)
Common Stock	11/15/2005		P	5,000 A \$ 8.625	73,500	I	See Footnote (1)
Common Stock	11/15/2005		P	11,500 A \$ 8.597	85,000	I	See Footnote

Common Stock	04/29/2004	C	3,164,002	A	\$ 0	3,164,002	I	(1) See Footnote (2)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number. SEC 1474 (9-02)

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 Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOW STEPHEN M C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240	X			

Signatures

John V. Jagers, As
Attorney-In-Fact
Date: 11/16/2005

**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) Shares are held by the Dow Family Trust (the "Dow Trust"). Mr. Dow is a trustee and beneficiary of the Dow Trust.

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Total common shares of 3,164,002 represents 1,615,715 of such common shares held by Sevin Rosen Fund VI L.P. ("SRFVI"), 127,235 of such common shares held by Sevin Rosen VI Affiliates Fund L.P. ("SRFVI AFF"), 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"), 755,631 (2) of such common shares held by Sevin Rosen Fund VIII L.P. ("SRFVIII") and 15,421 of such common shares held by Sevin Rosen VIII Affiliates Fund L.P. ("SRFVIII AFF"). Dow is a general partner of the general partner of SRF VI, SRFVIAFF, SRFVII, SRFVII AFF, SRFVIII and SRFVIII AFF. Dow disclaims beneficial ownership of these shares except to the extent of his proportionate partnership interest in these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.