CYTOKINETICS INC

Form 4

November 16, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DOW STEPHEN M	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)	3. Date of Earliest Transaction	(Check all applicable)			
C/O SEVIN ROSEN FUNDS, 13455 NOEL ROAD, SUITE 1670	(Month/Day/Year) 11/14/2005	X_ Director 10% Owner Officer (give title below) Other (specify below)			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
DALLAS, TX 75240	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Se	curiti	es Acquire	d, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Application of (Instr. 3, 4 and Amount	D)	ed (A) or	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)
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	See Footnote

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.	etion 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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. Jaggers, As
Attorney-In-Fact

**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.

Reporting Owners 2

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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 partnershp 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.