

CYTOKINETICS INC
Form 4
February 17, 2006

FORM 4

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

OMB APPROVAL

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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)
02/15/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 02/15/2006 | | P | 1,200 A \$ 7.2 | 119,200 | I (1) | See Footnote |
| Common Stock | 02/16/2006 | | P | 5,800 A \$ 7.4941 | 125,000 | I (1) | See Footnote |
| Common Stock | | | | | 3,164,002 | I (2) | See Footnote |

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 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 Beneficially Owned (Instr. 5), and 10. Amount or Number of Shares.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row: DOW STEPHEN M, C/O SEVIN ROSEN FUNDS, 13455 NOEL ROAD, SUITE 1670, DALLAS, TX 75240. Director: X, 10% Owner: X.

Signatures

John V. Jagers, As Attorney-In-Fact, Date: 02/17/2006

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. 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. ("SRVI 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. ("SRVII 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. ("SRVIII AFF"). Dow is a general partner of the general partner of SRFVI, SRVI AFF, SRFVII, SRVII AFF, SRFVIII and SRVIII 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.