Cyclacel Pharmaceuticals, Inc.

Form 4

February 21, 2008

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 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

2. Issuer Name and Ticker or Trading

Cyclacel Pharmaceuticals, Inc.

3. Date of Earliest Transaction

4. If Amendment, Date Original

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Banham John Michael Middlecott

(Last) (First)

(Middle)

200 CONNELL DRIVE, SUITE 1500

(Street)

(City)

1. Title of

Security

(Instr. 3)

(State)

BERKELEY HEIGHTS, NJ 07922

(Zip)

2. Transaction Date 2A. Deemed

(Month/Day/Year)

(Month/Day/Year) Execution Date, if

Symbol

[CYCC]

(Month/Day/Year)

Filed(Month/Day/Year)

3.

02/19/2008

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D)

(Instr. 3, 4 and 5)

4. Securities

(A)

Reported Transaction(s) or Code V Amount (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Instr. 3 and 4)

5. Amount of

Securities

Owned

Beneficially

Following

Issuer

below)

X_ Director

Applicable Line)

Officer (give title

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.

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

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if TransactionDerivative

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of Underlying Securities

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

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

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

Indirect

SEC 1474

(9-02)

(D) or Indirect Beneficial

Estimated average

burden hours per

1

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities (Month/Day/Y Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		·)	(Instr. 3 and 4	4)
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option	\$ 4.31	02/19/2008		A	25,000	02/19/2008(1)	02/19/2018	Common	25,000

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Manie / Address	Director	10% Owner	Officer	Other		
Banham John Michael Middlecott 200 CONNELL DRIVE, SUITE 1500 BERKELEY HEIGHTS, NJ 07922	X					

Signatures

/s/ John Michael Middlecott 02/20/2008 Banham

**Signature of Reporting Person

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).
- The options will vest ratably over a 48-month period.
- (2) The options were granted to Sir Banham for his services as a member of the board of directors of Cyclacel Pharmaceuticals, Inc.

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.

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