Cyclacel Pharmaceuticals, Inc.

Form 4

May 21, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

Cyclacel Pharmaceuticals, Inc.

3. Date of Earliest Transaction

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

**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

1(b).

(Last)

(City)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Rombotis Spiro George

(First) (Middle)

C/O CYCLACEL PHARMACEUTICALS, INC., 200

**CONNELL DRIVE, SUITE 1500** 

BERKELEY HEIGHTS, NJ 07922

(State)

05/20/2008

(Month/Day/Year)

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed

Symbol

[CYCC]

Filed(Month/Day/Year)

(Month/Day/Year)

05/20/2008

3. 4. Securities Acquired 5. Amount of Execution Date, if Securities

> Code (Instr. 8)

Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

(A) Code V Amount (D) Price

5,000

7,500 A  $\frac{\$}{2.298}$  391,648  $\frac{(1)}{}$ 

384,648 (1)

Common

\$0.001 per share

Common Stock, par

value

Stock, par value 05/21/2008

\$0.001 per

share

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

\_X\_\_ Director 10% Owner

X\_ Officer (give title Other (specify below)

President & C.E.O.

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

D

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

Beneficially

Following

Transaction(s) (Instr. 3 and 4)

Reported

Owned

Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

6. Ownership 7. Nature of

1

#### Edgar Filing: Cyclacel Pharmaceuticals, Inc. - Form 4

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)

> 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	٩
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	Derivative		Securit	ties	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Exercisable	Expiration Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address		Relationships	
•	 		_

Director 10% Owner Officer Other

Rombotis Spiro George C/O CYCLACEL PHARMACEUTICALS, INC. 200 CONNELL DRIVE, SUITE 1500 BERKELEY HEIGHTS, NJ 07922

X President & C.E.O.

## **Signatures**

/s/ Spiro George Rombotis 05/21/2008

\*\*Signature of Reporting Date
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).
- (1) Of the shares of common stock reported, 1,000 shares are held indirectly by Mr. Rombotis through his IRA account.

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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