Edgar Filing: Cyclacel Pharmaceuticals, Inc. - Form 4

Cyclacel Pharmaceuticals, Inc. Form 4 September 09, 2009

September 09	, 2009											
September 09, 2009 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). September 09, 2009 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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									F I,	Estimated average burden hours per response 0		5-0287 ary 31, 2005
(Print or Type Re	esponses)											
GREENHOUSE DAVID M			2. Issuer Name and Ticker or Trading Symbol Cyclacel Pharmaceuticals, Inc. [CYCC]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			3. Date of Earliest Transaction(Month/Day/Year)09/04/2009					Director X 10% Owner Officer (give title below) Other (specify below)				
				nendment, Date Original Ionth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
NEW YORK	L, NY 10022							Person	y Moi	re than One	e Reporting	
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative	Secu	rities Ao	equired, Disposed	l of, c	or Benefi	cially Own	ed
	2. Transaction Date Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8) Code V	on(A) or Di (D) (Instr. 3,	sposed	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	For Dire or In (I)	nership m: ect (D) ndirect tr. 4)	7. Nature o Indirect Beneficial Ownership (Instr. 4)	
Common (Stock	09/04/2009			Р	5,900 (1)	A	\$ 0.84	3,991,624 <u>(1)</u>	I <u>(1)</u>	<u>)</u>	By Limi Partners	

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

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 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)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
			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					
MARXE AUSTIN W & GREENHOUSE DAVID M C/O SPECIAL SITUATIONS FUNDS 527 MADISON AVENUE, SUITE 2600 NEW YORK, NY 10022			Х						
Signature	S								
Austin W. Marxe	09/09/2009								
**Signature of	Date								

Reporting Person David M. Greenhouse 09/09/2009 <u>**</u>Signature of Date 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).

This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP), Special Situations Private Equity Fund, L.P. (PE) and Special

(1) Situations Life Sciences Fund, L.P. (LS), respectively. 2,575,242 shares of Common Stock are held by QP, 643,809 shares of Common Stock are held by PE and 772,573 shares of Common Stock are held by LS. The interest of Marxe and Greenhouse in the shares of Common Stock owned by QP, PE and LS is limited to the extent of his pecuniary interest.

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.