Edgar Filing: Cyclacel Pharmaceuticals, Inc. - Form 4

Cyclacel Pharmaceuticals, Inc. Form 4 October 09, 2009

October 09, 2	2009												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										OMB APPROVAL			
									-	MB umber:	3235	-0287	
Check thi if no long subject to Section 1	NGES IN BENEFICIAL OWNERSHIP O SECURITIES					F E	xpires: stimated	January 31					
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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										sponse	•	0.5	
(Print or Type F	Responses)												
MARXE AU	ddress of Reporting JSTIN W & USE DAVID M	Person <u>*</u>	Symbol	r Name and el Pharma 1			-	5. Relationship Issuer (Cl		oorting P			
	AL SITUATION 7 MADISON AV		3. Date of	f Earliest T Day/Year)	ransaction			Director Officer (g below)	ive title		0% Owner Other (specify	7	
				nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
NEW YOR	K, NY 10022							Form filed b Person					
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities Ac	quired, Disposed	l of, or	Benefic	ially Owne	d	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. 4. Securities Acquired Transactior(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct or Ind (I)	wnership orm: virect (D) r Indirect	7. Nature o Indirect Beneficial Ownership (Instr. 4)			
Common Stock	10/08/2009			P	1,000 (1)	(D) A	Price \$ 0.84	3,992,624 <u>(1)</u>	I <u>(1)</u>		By Limit Partnersh		

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne 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					
Signatures	S							
Austin W. Marxe	10/09/2009							
**Signature of	Date							

David M.

Reporting Person

Greenhouse
**Signature of

Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

10/09/2009

Date

** 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 773,573 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.