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Rombotis Spiro George Form 4 November 20, 2008

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Rombotis Spiro George Issuer Symbol Cyclacel Pharmaceuticals, Inc. (Check all applicable) [CYCC] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner X_Officer (give title _ Other (specify (Month/Day/Year) below) below) 200 CONNELL DRIVE, SUITE 11/18/2008 President & C.E.O. 1500 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting **BERKELEY HEIGHTS, NJ 07922** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6 Ownership 7. Nature of 4 Securities 5 Amount of 1 Title of 2 Transaction Date 2A Deemed

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Security	(Month/Day/Year)	Execution Date, if	Transacti	onAcquired	(A) or	Securit	ies	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D)	Benefic	cially	(D) or Indirect	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)) Owned		(I)	Ownership
						Follow	ing	(Instr. 4)	(Instr. 4)
					()	Reporte	ed		
					(A)	Transac	ction(s)		
			Code V	Amount	or (D) l	Price (Instr. 3	3 and 4)		
					. /				

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A Disposed of (Instr. 3, 4, a 5)	(D)	(Month/Day/	(Year)	(Instr. 3 and	4)
				Code V	(A)	` '	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option	\$ 0.44	11/18/2008		А	150,000		<u>(1)</u>	11/18/2018	Common Stock	150,00
Restricted Stock Units	<u>(3)</u>	11/18/2008		А	50,000		(4)	(4)	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Rombotis Spiro George 200 CONNELL DRIVE, SUITE 1500 BERKELEY HEIGHTS, NJ 07922	Х		President & C.E.O.				
Cinnetures							

Signatures

/s/ Spiro George Rombotis	11/20/2008		
<u>**</u> Signature of Reporting Person	Date		

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) These options are exercisable over a three-year period, with one-third (1/3) of the options granted vesting on November 18, 2009, the first anniversary of the grant date, and the balance of the options granted vesting ratably on a monthly basis over the following 24 months.
- (2) These securities were issued as part of the Issuer's annual equity compensation to executive officers.
- (3) Each restricted stock unit represents a right to receive one share of the Issuer's common stock.

The restricted stock units vest over a four-year period, with one-fourth (1/4) of the restricted stock units granted vesting on November 18,(4) 2009, the first anniversary of the grant date, and the balance of the restricted stock units granted vesting ratably on a monthly basis over the following 36 months.

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.