Cyclacel Pharmaceuticals, Inc.

Form 4

April 03, 2006

# 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

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

MARXE AUSTIN W & GREENHOUSE DAVID M

2. Issuer Name and Ticker or Trading Symbol

Cyclacel Pharmaceuticals, Inc.

[CYCC]

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

03/29/2006

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Director X 10% Owner Other (specify Officer (give title below)

C/O SPECIAL SITUATIONS FUNDS, 527 MADISON AVENUE, **SUITE 2600** 

(Street)

Stock

4. If Amendment, Date Original

Filed(Month/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

 $I^{(1)}$ 

#### NEW YORK, NY 10022

(City) (State) (Zip)

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

3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (D) or Ownership Indirect (I) Following (Instr. 4) Reported (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common 03/29/2006 P

400 (1) A 457,557 (1) By Limited **Partnerships** (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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

1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Instr. 8) Derivative Securities			Secur	rities	(Instr. 5)	Bene
	Derivative							(Instr. 3 ar	:. 3 and 4)	d 4)	Owne
	Security				Acquired	uired					Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Expiration Exercisable Date	Expiration	T:41-	or True N. 1		
							-	Title	Number		
				C-1- V	(A) (D)				of Shares		
				Code V	(A) (I))				Snares		

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

MARXE AUSTIN W & GREENHOUSE DAVID M C/O SPECIAL SITUATIONS FUNDS 527 MADISON AVENUE, SUITE 2600 NEW YORK, NY 10022

X

### **Signatures**

Austin W.

Marxe 04/03/2006

\*\*Signature of Date

Reporting Person

David M.

Greenhouse 04/03/2006 \*\*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 Cayman Fund, L.P. (Cayman) and Special Situations Life Sciences Fund, L.P. (LS), respectively. 295,517 shares of Common Stock are held by QP, 86,234 shares of Common Stock are held by Cayman and 75,806 shares of Common Stock are held by LS. The interest of Marxe and Greenhouse in the shares of Common Stock owned by QP, Cayman and LS is limited to the extent of his pecuniary interest. These shares reflect a 1 for 10 reverse stock split as of 3/27/06.

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.

Reporting Owners 2