

CELL THERAPEUTICS INC
Form 4
December 31, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Eramian Daniel G

2. Issuer Name and Ticker or Trading Symbol
CELL THERAPEUTICS INC
[CTIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
501 ELLIOTT AVE. W., SUITE #400

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/27/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Corporate Communications

SEATTLE, WA 98119

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 12/27/2007 | | A ⁽¹⁾ | 120,000 A \$ 0 | 204,313 | D | |

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.

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(9-02)

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

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| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Incentive Stock Option (right to buy) | \$ 1.89 | 12/27/2007 | | A | 36,000 | (2) 12/27/2017 | Common Stock | 36,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Eramian Daniel G 501 ELLIOTT AVE. W. SUITE #400 SEATTLE, WA 98119 | | | EVP, Corporate Communications | |

Signatures

Louis A. Bianco, Attorney-in-fact for Daniel G. Eramian
 **Signature of Reporting Person
 Date: 12/31/2007

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).
- 1/3 of the shares underlying the award will vest one year from the date of grant, or December 27, 2008. The remaining 2/3 of the award have contingent vesting terms based on the Company's achievement of the following performance criteria over the next three years as follows: (a) 1/3 of the award will vest upon the Company obtaining FDA approval of CT-2103 (Xyotax) if such approval is obtained prior to December 31, 2010 and (b) 1/3 of the award shall vest if the Company has obtained a specific annual net sales threshold for Zevalin prior to December 31, 2010. In each case, vesting is also contingent upon the individual's continued service with the Company.
- Grant will vest over two years, with 25% to vest six months from the date of grant, 25% to vest on the one year anniversary of the date of grant, 25% to vest 18 months from the date of grant, and the entire award to be fully vested two years from the date of grant, with each such vesting period subject to the officer's continued service with the Company.

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.