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Chiao Judy									
Form 4									
November 20, 20)08								
FORM 4			GEGU						PPROVAL
Washington, D.C. 20549							N OMB Number:	3235-0287	
Check this box if no longer							Expires:	January 31, 2005	
If no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERS subject to Section 16. Form 4 or SECURITIES							WNERSHIP OF	Estimated burden hou response	average Jrs per
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									
(Print or Type Respo	onses)								
1. Name and Address of Reporting Person <u>*</u> Chiao Judy			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
			Cyclacel Pharmaceuticals, Inc. [CYCC]			s, Inc.	(Check all applicable)		
			3. Date of Earliest Transaction			Director 10% Owner X Officer (give title Other (specify			
				(Month/Day/Year) 11/18/2008			below) below) V.P., Clin. Dev. & Reg. Aff.		
				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 		
BERKELEY HEIGHTS, NJ 07922 Form filed by More than One Reporting Person								eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
	ansaction Date nth/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	Disposed	(A) or of (D) 4 and 5)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
						(A) or	Transaction(s)		
				Code V	Amount	(D) Price	(Instr. 3 and 4)		
Reminder: Report or	n a separate line	e for each cl	ass of sec	urities benef	icially ow	ned directly	or indirectly.		
·	·				Perso inforn requir	ns who res nation cont red to resp nys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)
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	TransactionDerivative	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) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day f	/Year)	(Instr. 3 and	4)
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 0.44	11/18/2008		А	75,000	<u>(1)</u>	11/18/2018	Common Stock	75,000
Restricted Stock Units	<u>(3)</u>	11/18/2008		А	25,000	<u>(4)</u>	<u>(4)</u>	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
r g	Director	10% Owner	Officer	Other		
Chiao Judy 200 CONNELL DRIVE, SUITE 1500 BERKELEY HEIGHTS, NJ 07922			V.P., Clin. Dev. & Reg. Aff.			
Signatures						

Signatures

/s/ Dr. Judy H. Chiao	11/20/2008		
**Signature of	Date		

**Signature of 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).
- 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 (1) 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.