FORM 4

Check this box if no longer subje Section 16. Form 4 or Form 5

obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
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| ct to | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP |
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| OMB APPRO | OVAL | | | | | | |
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| hours per response: | 0.5 | | | | | | |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* MORGAN STANLEY | | | | | | 2. Issuer Name and Ticker or Trading Symbol Cyclacel Pharmaceuticals, Inc. [CYCC] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner | | | | | |
|--|--|--|---------------|---|-------|--|--|-----|-------------------------------------|-------------------------|--|---|------------------------------|---|--|--|--|---|--|
| (Last) 1585 BR | (Fi OADWAY | rst) (| | 3. Date of Earliest Transaction (Month/Day/Year) 05/07/2008 | | | | | | | | Officer (give title Other (specify below) below) | | | | | | | |
| (Street) NEW YO | | | 10036 Zip) | | 4. If | | | | | | | | | | Individual or Joint/Group Filing (Check Applicable ine) X 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/ | | | | Execution Date, | | ate, | 3. Transaction Code (Instr. 8) 4. Securities Acquire Disposed Of (D) (Instruction Code (Instr. 5) | | | d (A) or r. 3, 4 and | 5. Amoun Securities Beneficial Owned Fo Reported | Form: (D) or ollowing (I) (Ins | | nership Direct Indirect str. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | |
| | | | | | | | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | | | (msa. 4) | |
| Common Stock 05/07/2 | | | | 2008 |)08 | | S | | 1,600 | D | \$2.84 | 3,026,324 | | | I By Subsidiar | | | | |
| | | Та | ble II | | | | | | | | osed of, convertib | | | y Owned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | if any | emed tion Date, n/Day/Year) | | Transaction of Code (Instr. Derivative | | | Expiration Date (Month/Day/Year) | | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | | 10. Owners Form: Direct (I or Indire (I) (Instr | Beneficial Ownership ect (Instr. 4) | |
| | | | | | Code | v | (A) | (D) | Date Exerci | isable | Expiration Date | Title | or Number of Shares | | | | | | |

Explanation of Responses:

1. The reported securities are held directly by certain funds (each, a "Fund" and collectively, the "Funds") managed by indirect subsidiary entities of the reporting person. FrontPoint Partners LLC ("FPP"), an indirect wholly owned subsidiary of the reporting person is the parent company of each entity that is the investment manager of one or more of the Funds. This form is filed without prejudice to the reporting person's position that none of the Funds nor FPP or any of its subsidiaries, nor the reporting person, individually or in aggregate, are required to file beneficial ownership reports under Section 16(a) of the a Securities Exchange Act of 1934, and should not be construed or interpreted as a concession or admission that such reports are required.

/s/ Morgan Stanley, Jill

Ostergaard, Authorized

<u>Signatory</u>

** Signature of Reporting Person

05/09/2008

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.