FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APP	ROVAL							
OMB Number:	3235-0287							
Estimated average burden								
hours per respense.	0.5							

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

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

Name and Address of Reporting Person*      Name and Address of Reporting Person*					2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Cyclacel Pharmaceuticals, Inc.</u> [ CYCC ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
McVie John Gordon					System   That macounted by the content of the conte								X Directo	or		10% Ov	/ner			
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 06/14/2006								Officer below)	(give title		Other (s below)	pecify		
150 JOHN F. KENNEDY PARKWAY, SUITE 100					1	1 1/2	2000													
To committee and the state of t							4 If Amondment Date of Original Filed (Month/D-::0/)								C. Individual or Inint/Crown Filing (Cheek Arritinal)					
(Street)					4.11	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
SHORT	HILLS N	J	07078		1									X Form filed by One Reporting Person						
													Form filed by More than One Reporting Person							
(City)	(S	tate)	(Zip)		1															
		Tab	ole I - Non	-Deriv	ative	e Se	curities	s Ac	quired,	Dis	osed o	f, or Be	neficial	ly Owned	l					
1. Title of	Security (Ins	tr. 3)		2. Transa	Execution Date,			3. 4. Securities Acquired (A) Transaction Disposed Of (D) (Instr. 3, 4 Code (Instr. 5)			ed (A) or	r 5. Amount of Securities Beneficially		Form: Direct		7. Nature				
				Date (Month/E							tr. 3, 4 and					of Indirect Beneficial				
(Months)							(Month/Day/Year)							Owned F	ollowing (i) (Ir		nstr. 4) (	Ownership		
									Code V		Amount (A) or		Price	Reported Transact				(Instr. 4)		
								Code	<u> </u>	Amount	Amount (D)		(Instr. 3	and 4)						
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
(e.g., puts, calls, warrants, options, convertible securities)																				
1. Title of	2.	3. Transaction	3A. Deemed		te, Transaction Code (Instr.		saction of		6. Date Exercisable and Expiration Date of Securities (Month/Day/Year) Underlying				8. Price of			10.	11. Nature of Indirect Beneficial			
Derivative Security	Conversion or Exercise	Date (Month/Day/Year)	Execution D										Derivative Security			Ownership Form:				
(Instr. 3) Price of (Month/Day/Yea							` Securities		Derivative Secu				Security	(Instr. 5)	Beneficially		Direct (D)	Ownership		
Derivative						Acquired (Instr. 3 and 4)					na 4)		Owned Following		or Indirect (I) (Instr. 4)	(Instr. 4)				
							Disposed of (D) (Instr.						Re			n/e\				
						3, 4 and 5)							Transaction(s) (Instr. 4)							
						П					Amount	1								
													or Number							
						.,	,	ا ہے ا	Date		xpiration		of							
				- 10	ode	V	(A)	(D)	Exercisabl	e L	ate	Title	Shares							
Common Stock Option	\$6.4	06/14/2006			A		18,750		(1)	0	6/14/2016	Common Stock	18,750	\$6.4	18,750		D			

## **Explanation of Responses:**

1. 2/3 of options vest immediately and 1/3 vest rateably over the following 12 months.

/s/ John Gordon McVie

07/11/2006

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.