

Cyclacel Pharmaceuticals, Inc.  
 Form 4  
 February 14, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**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)

(Last) (First) (Middle)  
**1585 BROADWAY**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/03/2007**

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

**NEW YORK, NY 10036**

(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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/03/2007		P		44,200	A	\$ 6.86	1,797,344 I	By Subsidiary (1)
Common Stock	01/03/2007		S		44,200	D	\$ 6.86	1,753,144 I	By Subsidiary (1)
Common Stock	01/03/2007		P		1,200	A	\$ 6.92	1,754,344 I	By Subsidiary (1)
Common Stock	02/01/2007		P		800	A	\$ 7.8	1,755,144 I	By Subsidiary

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									<u>(1)</u>
Common Stock	02/01/2007	S	500	D	\$ 7.85	1,754,644	I		By Subsidiary <u>(1)</u>
Common Stock	02/05/2007	P	18,400	A	\$ 7.84	1,773,044	I		By Subsidiary <u>(1)</u>
Common Stock	02/13/2007	P	675,000	A	\$ 8.44	2,448,044	I		By Subsidiary <u>(1)</u>
Common Stock	03/01/2007	P	2,600	A	\$ 7.82	2,450,644	I		By Subsidiary <u>(1)</u>
Common Stock	03/02/2007	P	12,700	A	\$ 7.88	2,463,344	I		By Subsidiary <u>(1)</u>
Common Stock	03/05/2007	P	700	A	\$ 7.6	2,464,044	I		By Subsidiary <u>(1)</u>
Common Stock	03/05/2007	P	5,000	A	\$ 7.73	2,469,044	I		By Subsidiary <u>(1)</u>
Common Stock	03/06/2007	P	1,600	A	\$ 7.52	2,470,644	I		By Subsidiary <u>(1)</u>
Common Stock	04/02/2007	S	17,100	D	\$ 7.75	2,453,544	I		By Subsidiary <u>(1)</u>
Common Stock	04/02/2007	P	17,100	A	\$ 7.75	2,470,644	I		By Subsidiary <u>(1)</u>
Common Stock	04/02/2007	P	4,639	A	\$ 7.67	2,475,283	I		By Subsidiary <u>(1)</u>
Common Stock	04/02/2007	P	23,000	A	\$ 7.72	2,498,283	I		By Subsidiary <u>(1)</u>
Common Stock	04/03/2007	P	16,561	A	\$ 7.8	2,514,844	I		By Subsidiary <u>(1)</u>
Common Stock	05/01/2007	P	12,500	A	\$ 7.77	2,527,344	I		By Subsidiary <u>(1)</u>

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Common Stock	05/02/2007		P	6,800	A	\$ 7.7	2,534,144	I	By Subsidiary (1)
Common Stock	06/04/2007		S	100	D	\$ 12	2,534,044	I	By Subsidiary (1)
Common Stock	06/13/2007		P	120,900	A	\$ 7.89	2,654,944	I	By Subsidiary (1)
Common Stock	07/02/2007		P	45,900	D	\$ 6.5	2,700,844	I	By Subsidiary (1)
Common Stock	07/02/2007		S	45,900	D	\$ 6.5	2,654,944	I	By Subsidiary (1)
Common Stock	08/01/2007		S	1,400	D	\$ 5.17	2,653,544	I	By Subsidiary (1)
Common Stock	08/01/2007		S	1,400	A	\$ 5.15	2,652,144	I	By Subsidiary (1)
Common Stock	08/01/2007		P	350,000	A	\$ 4.8	3,002,144	I	By Subsidiary (1)
Common Stock	10/16/2007		P	23,380	A	\$ 5.47	3,025,524	I	By Subsidiary (1)
Common Stock	10/16/2007		P	50,000	A	\$ 5.5	3,075,524	I	By Subsidiary (1)

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

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(9-02)

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

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 Security (Instr. 3 and 4)
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	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants (right to buy)	\$ 8.44	02/13/2007	P	168,750	02/16/2007 <sup>(2)</sup>	02/16/2014	Common Stock	0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036		X		

## Signatures

By: Morgan Stanley, /s/ Dennine Bullard, Authorized Signatory

02/14/2008

\_\_Signature of Reporting Person

Date

## 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).
 

The reported securities are held directly by certain funds (each, a "Fund" and collectively, the "Funds") managed by indirect subsidiary entries 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 Securities Exchange Act of 1934, and should not be construed or interpreted as a concession or admission that such reports are required.
- (1) The warrants are exercisable only to the extent that immediately after such exercise the reporting person may be deemed to beneficially own not more than 9.99% of the class of common shares reported above on an aggregated basis, within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934.

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