

Cyclacel Pharmaceuticals, Inc.
 Form 4
 February 14, 2008

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

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.