

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

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* <u>Sosnowski Robert Edward</u> (Last) (First) (Middle) C/O CYCLACEL PHARMACEUTICALS, INC. 200 CONNELL DRIVE, SUITE 1500 (Street) BERKELEY NJ 07922 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/18/2008	3. Issuer Name and Ticker or Trading Symbol <u>Cyclacel Pharmaceuticals, Inc. [CYCC]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) VP, Marketing & Sales	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
---	--	---	--

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option	(1)	04/28/2018	Common Stock	30,000	2.89	D	
Option	(2)	10/28/2018	Common Stock	20,000	0.48	D	

Explanation of Responses:

1. These options are exercisable over a four-year period, with one-fourth (1/4) of the options granted vesting on April 28, 2009, the first anniversary of the grant date, and the balance of the options granted vesting ratably on a monthly basis over the following 36 months.
2. These options are exercisable over a three-year period, with one-fourth (1/4) of the options granted vesting on October 28, 2009, the first anniversary of the grant date, and the balance of the options granted vesting ratably on a monthly basis over the following 36 months.

/s/ Robert E. Sosnowski 11/20/2008

** Signature of Reporting Person 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 5 (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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned has made, constituted and appointed, and by this instrument does make, constitute and appoint JOEL I. PAPERNIK, TODD E. MASON, AVISHEH AVINI and MERAV GERSHTENMAN, acting individually, as his or her true and lawful attorney, for him or her, and in his or her name, place and stead, to affix, as attorney-in-fact, the signature of the undersigned to any reports or filings to the Securities and Exchange Commission on or in connection with Forms 3, 4, 5 or 144 with respect to transactions or holdings by the undersigned in equity securities issued by CYCLACEL PHARMACEUTICALS, INC., a Delaware company, and to any and all amendments to such reports, giving and granting unto each such attorney-in-fact full power and authority to do and perform every act and thing whatsoever necessary to be done in the premises, as fully as the undersigned might or could do if personally present, hereby ratifying and confirming all that each such attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall expire on the date the undersigned is no longer required to file Forms 3, 4, 5 or 144 reports with the Securities and Exchange Commission with respect to holdings of and transactions in securities issued by CYCLACEL PHARMACEUTICALS, INC., unless revoked in writing prior thereto.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 20th day of November, 2008.

/s/ Robert E. Sosnowski

Robert E. Sosnowski