Cyclacel Pharmaceuticals, Inc.

Form 4

December 04, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(City)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * **DELEAGE JEAN**

(First)

(Middle)

(Zip)

(1)

ONE EMBARCADERO CENTER, SUITE 3700

(Street)

(State)

12/01/2006

2. Issuer Name and Ticker or Trading Symbol

Cyclacel Pharmaceuticals, Inc.

[CYCC]

3. Date of Earliest Transaction

(Month/Day/Year) 12/01/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Officer (give title __X_ Other (specify

below) below)

Nolonger Director or 10% Owner

6. Individual or Joint/Group Filing(Check

Applicable Line)

5. Amount of

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAN FRANCISCO, CA 94111

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Code	4. Securities Acquired on(A) or Disposed of (D (Instr. 3, 4 and 5)

Securities Beneficially Owned **Following** Reported

0

6. Ownership Form: Direct Beneficial (D) or Indirect (I)

7. Nature of Indirect Ownership (Instr. 4)

(Instr. 4)

Transaction(s) (Instr. 3 and 4)

(D) Price Code V Amount

(A)

\$ 114,239 S D 6.33 (2) (2)

Ι

See footnotes (2)(3)

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

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SEC 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title 1	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DELEAGE JEAN ONE EMBARCADERO CENTER SUITE 3700 SAN FRANCISCO, CA 94111

Nolonger Director or 10% Owner

Signatures

Jean Deleage 12/04/2006

**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) N/A
- (2) Alta California Partners, L.P. sold 111,743 shares of Common Stock and Alta Embarcadero Partners, LLC sold 2,496 shares of Common Stock at \$6.33 per share.

Jean Deleage ('JD") resigned as a director of Xcyte Therapies, Inc. on 12/22/2005. He is a general partner ("GP") of Alta California Management Partners, L.P. ("ACMP")(which is the GP of Alta California Partners, L.P.("ACP")) & a managing member of Alta

(3) including ACP & AEP. The respective general partners & members of ACP & AEP exercise sole voting & investment power with respect to the shares owned by the funds. JD, Garrett Gruener ("GG") & Guy Nohra are GP of ACMP, & JD & GG are members of AEP (collectively known as the "principals"). As GP & members they may be deemed to share voting & investment powers over the shares owned by the foregoing funds. The principals disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein

Embarcadero Partners, LLC ("AEP"). Alta Partners ("AP) provides investment advisory services to several venture capital funds

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.

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