

HAYES JOHN J
 Form 4
 November 07, 2005

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 *
 HAYES JOHN J

2. Issuer Name and Ticker or Trading Symbol
 SUNAIR ELECTRONICS INC
 [SNR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/08/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President and CEO

SUNAIR ELECTRONICS,
 INC., 3005 S.W. THIRD AVENUE
 (Street)

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

FORT LAUDERDALE, FL 33315

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Right to Buy Common Stock ⁽¹⁾	<u>(2)</u>	08/08/2005	J		290,800		08/08/2005	08/08/2006	Common Stock	290,800
Right to Buy Warrants ⁽¹⁾	<u>(2)</u>	08/08/2005	J		145,400		08/08/2005	08/08/2006	Warrants ⁽³⁾	145,400
Right to Buy Warrants ⁽¹⁾	<u>(2)</u>	08/08/2005	J		145,400		08/08/2005	08/08/2006	Warrants ⁽⁴⁾	145,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAYES JOHN J SUNAIR ELECTRONICS, INC. 3005 S.W. THIRD AVENUE FORT LAUDERDALE, FL 33315			President and CEO	

Signatures

/s/ John J. Hayes 11/04/2005

**Signature of Date
Reporting Person

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).
- Commencing on August 8, 2005 and ending on the first anniversary thereafter, Mr. Hayes, as a limited partner of Coconut Palm Capital
- (1) Investors II, Ltd. (the "Partnership"), has the right to redeem his limited partnership interests in the Partnership for the reported securities at any time.
 - (2) Mr. Hayes would be required to pay the Partnership \$250.00, in the event he elects to redeem his limited partnership interests in the Partnership.
 - (3) In the event Mr. Hayes redeems his limited partnership interests in the Partnership, he will acquire warrants to purchase 145,400 shares of common stock at an exercise price of \$6 per share, which will be immediately exercisable and will expire on February 2, 2008.
 - (4) In the event Mr. Hayes redeems his limited partnership interests in the Partnership, he will acquire warrants to purchase 145,400 shares of common stock at an exercise price of \$7 per share, which will be immediately exercisable and will expire on February 2, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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