

SUNAIR ELECTRONICS INC

Form 3

February 18, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â HAYES JOHN J

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/09/2005

3. Issuer Name and Ticker or Trading Symbol

SUNAIR ELECTRONICS INC [SNR]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other (give title below) (specify below)

President and CEO

6. Individual or Joint/Group

Filing(Check Applicable Line)
☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

SUNAIR ELECTRONICS, INC.,Â 3005 S.W. THIRD AVENUE

(Street)

FORT

LAUDERDALE,Â FLÂ 33315

(City)

(State)

(Zip)

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)

Common Stock

0

D

Â

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

SEC 1473 (7-02)

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 control number.

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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options ⁽¹⁾	11/16/2005	11/16/2014	Common Stock	166,666	\$ 5	D	Â

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	Â	Â	Â President and CEO	Â

Signatures

/s/ John J. Hayes 02/18/2005

____Signature of Date
Reporting Person

Explanation of Responses:

- * 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).
- On November 16, 2004, the Reporting Person was issued an option to purchase 166,667 shares of Sunair's common stock as an inducement to entering into an employment agreement with Sunair. The option grant and employment agreement were conditioned upon
- (1) the closing of a Purchase Agreement, dated as of November 17, 2004, between Sunair and Coconut Palm Capital Investors II, Ltd., which occurred on February 8, 2005. The options will vest over a period of four years from the date of grant. The options were granted outside of the company's stock option plan.

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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