

SUNAIR ELECTRONICS INC
 Form 4
 October 11, 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 *
 Coconut Palm Capital Investors II, Ltd.

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)
 10/07/2005

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

595 SOUTH FEDERAL HIGHWAY, SUITE 600,

(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
 ___X___ Form filed by More than One Reporting Person

BOCA RATON, FL 33432

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 10/07/2005 | | J ⁽¹⁾ | 10,000 D <u>(2)</u> | 4,215,000 | D ⁽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 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Warrants (right to buy) | \$ 6 | 10/07/2005 | | J ⁽¹⁾ | 5,000 | 02/08/2005 02/08/2008 | Common Stock | 5,000 |
| Warrants (right to buy) | \$ 7 | 10/07/2005 | | J ⁽¹⁾ | 5,000 | 02/08/2005 02/08/2010 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Coconut Palm Capital Investors II, Ltd. 595 SOUTH FEDERAL HIGHWAY, SUITE 600 BOCA RATON, FL 33432 | | X | | |
| Coconut Palm Capital Investors II, Inc. C/O COCONUT PALM CAPITAL INVESTORS II 595 SOUTH FEDERAL HIGHWAY, SUITE 600 BOCA RATON, FL 33432 | | X | | |
| ROCHON RICHARD C C/O COCONUT PALM CAPITAL INVESTORS II 595 SOUTH FEDERAL HIGHWAY, SUITE 600 BOCA RATON, FL 33432 | X | X | | |
| Ferrari Mario C/O COCONUT PALM CAPITAL INVESTORS II 595 SOUTH FEDERAL HIGHWAY, SUITE 600 BOCA RATON, FL 33432 | X | X | | |

Signatures

/s/ Richard C. Rochon, President of Coconut Palm Capital Investors II, Inc., the General Partner of the Designated Filer

10/11/2005

**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 were distributed to a limited partner of Coconut Palm Capital Investors II, Ltd. upon the redemption of his limited partnership interests.
- (2) The limited partner paid \$250.00 to Coconut Palm Capital Investors II, Ltd. for the redemption of his limited partnership interests.
Coconut Palm Capital Investors II, Ltd. is the direct owner of the reported securities. Coconut Palm Capital Investors II, Inc., Richard C. Rochon and Mario Ferrari are indirect owners of the reported securities. Each of Messrs. Rochon and Ferrari disclaims beneficial ownership of these securities except to the extent of their respective pecuniary interests therein, and this report shall not be deemed an admission that either of Messrs. Rochon and Ferrari are the beneficial owners of such securities for purposes of Section 16.

Remarks:

Exhibit List: Exhibit 99 - Joint Filer Information

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.