Clendenin Greg Form 4/A November 08, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, 2005

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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).

Common

Stock

06/07/2005

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Clendenin Greg Issuer Symbol SUNAIR ELECTRONICS INC (Check all applicable) [SNR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) SUNAIR ELECTRONICS. 06/07/2005 CEO of Sunair SE Pest Holdings INC., 3005 S.W. THIRD AVE. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 06/09/2005 Form filed by More than One Reporting FORT LAUDERDALE, FL 33315 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired 1. Title of 2. Transaction Date 2A. Deemed 3. 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership

Code V

A

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Following

Reported

205,761

Transaction(s)

(Instr. 3 and 4)

(A)

or

(D)

Α

Amount

205,761

Price

(1)

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

(Instr. 4)

By Trust

(Instr. 4)

I

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Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Yea	r)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of	f			
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
						Date Exercisable	Expiration Date	Title	Amoun or Numbe
				Code V	(A) (D))			of Shar
Stock Options	\$ 11.4	06/07/2005		A	47,625	06/07/2006(2)	06/07/2013	Common Stock	47,62

5. Number of 6. Date Exercisable and

7. Title and Amount of

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
Clendenin Greg SUNAIR ELECTRONICS, INC. 3005 S.W. THIRD AVE. FORT LAUDERDALE, FL 33315			CEO of Sunair SE Pest Holdings				

Signatures

1. Title of 2.

/s/ Gregory
Clendenin

**Signature of Reporting Person

11/07/2005

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

3. Transaction Date 3A. Deemed

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Received in exchange for shares of common stock of Middleton Pest Control, Inc. ("Middleton"). Following the closing of the Middleton acquisition, the Issuer and the Middleton shareholders determined that fewer shares of the Issuer's common stock should have been issued

- (1) to the Reporting Person than previously contemplated. Accordingly, a new stock certificate representing 205,761 shares of the Issuer's common stock was issued to the Reporting Person, and the stock certificate representing the previously reported 216,920 shares of the Issuer's common stock was cancelled.
- (2) The options vest in four equal annual installments beginning on June 7, 2006.

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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