

Clendenin Greg
 Form 4/A
 November 08, 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 *
 Clendenin Greg

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/07/2005

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
 CEO of Sunair SE Pest Holdings

FORT LAUDERDALE, FL 33315
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/09/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 06/07/2005 | | A | 205,761 A | 205,761 | I | By Trust |

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

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.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options | \$ 11.4 | 06/07/2005 | | A | 47,625 | 06/07/2006 ⁽²⁾ 06/07/2013 | Common Stock | 47,625 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------------|-------|
| | 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

/s/ Gregory
Clendenin

11/07/2005

**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).

- 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.