

SUNAIR SERVICES CORP
Form 4
April 11, 2006

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

SUNAIR SERVICES CORPORATION, 3005 S.W. THIRD AVENUE

(Street)

FORT LAUDERDALE, FL 33315

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUNAIR SERVICES CORP [SNR]

3. Date of Earliest Transaction (Month/Day/Year)
04/07/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 | 04/07/2006 | | C ⁽¹⁾ | 290,800 A \$ 0 ⁽²⁾ | 290,800 | D | |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Warrants (right to buy) | \$ 6 | 04/07/2006 | | C ⁽¹⁾ | 145,400 | 02/08/2005 | 02/08/2008 | Common Stock |
| Warrants (right to buy) | \$ 7 | 04/07/2006 | | C ⁽¹⁾ | 145,400 | 02/08/2005 | 02/08/2010 | Common Stock |
| Right to Buy Common Stock | (2) | 04/07/2006 | | C | 290,800 | 08/08/2005 | 08/08/2006 | Common Stock |
| Right to Buy Warrants | (2) | 04/07/2006 | | C | 145,400 | 08/08/2005 | 08/08/2006 | Warrants |
| Right to Buy Warrants | (2) | 04/07/2006 | | C | 145,400 | 08/08/2005 | 08/08/2006 | Warrants |

Reporting Owners

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

Signatures

/s/ John J. Hayes 04/11/2006

__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).

(1) The reported securities were distributed to Mr. Hayes upon the redemption of all of his Class A limited partnership interests in Coconut Palm Capital Investors II, Ltd. (the "Partnership"). For each Class A limited partnership interest surrendered, Mr. Hayes received 1 share of Common Stock, 1 warrant to purchase 1/2 share of Common Stock at an exercise price of \$6 per share and 1 warrant to purchase 1/2 share of Common Stock at an exercise price of \$7 per share.

(2)

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In addition to surrendering his Class A limited partnership interests in the Partnership, Mr. Hayes paid the Partnership an amount equal to \$250.

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.