

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BIOGEN IDEC INC</u>  (Last) (First) (Middle) <u>14 CAMBRIDGE CENTER</u>  (Street) <u>CAMBRIDGE MA 02142</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/27/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>SUNESIS PHARMACEUTICALS INC [ SNSS ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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)
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**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 Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C-1 Preferred Stock	(1)	(1)	Common Stock	1,250,000	0	(2)	By Biogen Idec MA Inc.
Series C-2 Preferred Stock	(1)	(1)	Common Stock	2,916,667	0	(2)	By Biogen Idec MA Inc.

1. Name and Address of Reporting Person*		
<u>BIOGEN IDEC INC</u>		
(Last)	(First)	(Middle)
<u>14 CAMBRIDGE CENTER</u>		
(Street)		
<u>CAMBRIDGE</u>	<u>MA</u>	<u>02142</u>
(City) (State) (Zip)		

1. Name and Address of Reporting Person*		
<u>BIOGEN IDEC MA INC</u>		
(Last)	(First)	(Middle)
<u>14 CAMBRIDGE CENTER</u>		
(Street)		
<u>CAMBRIDGE</u>	<u>MA</u>	<u>02142</u>
(City) (State) (Zip)		

**Explanation of Responses:**

- The Issuer's Series C-1 and Series C-2 Preferred Stock had no conversion price, exercise date or expiration date. Upon the effectiveness of the Issuer's initial public offering (the "IPO"), each share of Series C-1 and Series C-2 Preferred Stock was converted into Common Stock at a conversion price determined as of the effective date of the IPO.
- The Issuer's Series C-1 and Series C-2 Preferred Stock was owned directly by Biogen Idec MA Inc., a wholly owned subsidiary of Biogen Idec Inc.

**Remarks:**

/s/ Michael F. Phelps, Vice President, Treasurer, Biogen Idec Inc. 02/14/2006

/s/ Michael F. Phelps, Vice President, Treasurer, Biogen Idec MA Inc. 02/14/2006

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**