

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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

<p>1. Name and Address of Reporting Person*</p> <p><u>BIOGEN IDEC INC</u></p> <p>(Last) (First) (Middle)</p> <p><u>14 CAMBRIDGE CENTER</u></p> <p>(Street)</p> <p><u>CAMBRIDGE MA 02142</u></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>SUNESIS PHARMACEUTICALS INC [SNSS]</u></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>09/27/2005</u></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p>Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/27/2005		C		659,321	A	\$0	659,321	I ⁽¹⁾⁽²⁾⁽³⁾	by Biogen Idec MA Inc.
Common Stock	09/27/2005		C		1,538,415	A	\$0	2,197,736	I ⁽¹⁾⁽²⁾⁽³⁾	by Biogen Idec MA Inc.
Common Stock	09/27/2005		P		714,286	A	\$7	2,912,022	I ⁽¹⁾	by Biogen Idec MA Inc.

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

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series C-1 Preferred Stock	\$0	09/27/2005		C		1,250,000		(2)	(2)	Common Stock	659,321 ⁽²⁾⁽³⁾	\$0	0	I ⁽¹⁾	by Biogen Idec MA Inc.
Series C-2 Preferred Stock	\$0	09/27/2005		C		2,916,667		(2)	(2)	Common Stock	1,538,415 ⁽²⁾⁽³⁾	\$0	0	I ⁽¹⁾	by Biogen Idec MA Inc.

1. Name and Address of Reporting Person*

BIOGEN IDEC INC

(Last) (First) (Middle)

14 CAMBRIDGE CENTER

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

BIOGEN IDEC MA INC

(Last) (First) (Middle)

14 CAMBRIDGE CENTER

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

Explanation of Responses:

1. Shares of the Issuer's stock are owned directly by Biogen Idec MA Inc., a wholly owned subsidiary of Biogen Idec Inc.
2. Upon effectiveness of the initial public offering of the Issuer (the "IPO"), each share of Series C-1 and Series C-2 Preferred Stock was converted into 1.9726856 shares of the Issuer's Common Stock.
3. Share amount takes into account 1 to 3.74 reverse stock split which occurred upon effectiveness of the IPO.

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

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

** Signature of Reporting Person Date

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 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).

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.