

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Wells James A</u> <hr/> (Last) (First) (Middle) C/O SUNESIS PHARMACEUTICALS, INC. 341 OYSTER POINT BOULEVARD <hr/> (Street) SOUTH SAN FRANCISCO CA 94080 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/27/2005	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) <input checked="" type="checkbox"/> Director Officer (give title below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 10% Owner Other (specify below)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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)
Common Stock	1,375,000	D	
Common Stock	10,000	I	By Reporting Person as UTMA custodian for son.

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			
Warrant (right to buy)	(1)	04/08/2008	Common Stock	100,000	1	D	
Non-Qualified Stock Option (right to buy)	(2)	09/18/2011	Common Stock	166,666	0.6	D	
Non-Qualified Stock Option (right to buy)	(2)	09/18/2011	Common Stock	73,334	0.6	D	
Non-Qualified Stock Option (right to buy)	(3)	04/15/2013	Common Stock	166,666	0.6	D	
Non-Qualified Stock Option (right to buy)	(3)	04/15/2013	Common Stock	33,334	0.6	D	
Non-Qualified Stock Option (right to buy)	(4)	06/23/2014	Common Stock	80,000	0.6	D	

Explanation of Responses:

- Warrant is immediately exercisable for up to 100,000 shares of common stock.
- 100% of the shares subject to the option are fully vested and exercisable.
- 100% of the shares subject to the option are immediately exercisable. However, all unvested shares of common stock underlying the option are subject to a right of repurchase held by the Issuer, which right of repurchase will lapse as shares vest according to the following schedule: 1/24th of the shares subject to the option will vest monthly over two years commencing on April 7, 2004, such that 100% of the shares subject to the option will be fully vested on April 7, 2006.
- 100% of the shares subject to the option are immediately exercisable. However, all unvested shares of common stock underlying the option are subject to a right of repurchase held by the Issuer, which right of repurchase will lapse as shares vest according to the following schedule: 25% of the shares subject to the option will vest on June 24, 2005 and 1/48th of the shares will vest monthly thereafter, such that 100% of the shares subject to the option will be fully vested on June 24, 2008.

/s/ Daryl B. Winter as
attorney-in-fact for James Wells 09/27/2005

** 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 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby authorizes Daryl B. Winter, Ph.D., Eric H. Bjerkholt or Vickie Chou of Sunesis Pharmaceuticals, Inc., a Delaware corporation (the "Company"), to execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of the Company, Forms 3, 4 and 5, and any Amendments thereto, and cause such form(s) to be filed with the United States Securities and Exchange Commission pursuant to Section 16(a) of the Securities Act of 1934, relating to the undersigned's beneficial ownership of securities in the Company. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney's-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of September, 2005.

/s/ James A. Wells
James A. Wells
