

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>EVNIN ANTHONY B</u>  (Last) (First) (Middle) C/O VENROCK ASSOCIATES 30 ROCKEFELLER PLAZA, ROOM 5508  (Street) NEW YORK NY 10112  (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 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) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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				
Series A Preferred Stock	(1)	(1)	Common Stock 199,363	(2)	I	By Fund <sup>(3)</sup>
Series A Preferred Stock	(1)	(1)	Common Stock 264,272	(2)	I	By Fund <sup>(4)</sup>
Series B Preferred Stock	(1)	(1)	Common Stock 104,538	(5)	I	By Fund <sup>(3)</sup>
Series B Preferred Stock	(1)	(1)	Common Stock 150,433	(5)	I	By Fund <sup>(4)</sup>
Series B Preferred Stock	(1)	(1)	Common Stock 13,420	(5)	I	By Fund <sup>(6)</sup>
Series C Preferred Stock	(1)	(1)	Common Stock 108,129	(7)	I	By Fund <sup>(3)</sup>
Series C Preferred Stock	(1)	(1)	Common Stock 155,600	(7)	I	By Fund <sup>(4)</sup>
Series C Preferred Stock	(1)	(1)	Common Stock 10,989	(7)	I	By Fund <sup>(6)</sup>

**Explanation of Responses:**

- Shares of Preferred Stock are convertible into Common Stock at any time and have no expiration date. All outstanding shares of Preferred Stock will automatically convert into shares of Common Stock upon the closing of the Issuer's initial public offering.
- Each share of Series A Preferred Stock will automatically convert into Common Stock on a 1-for-1 basis.
- Securities held of record by Venrock Associates, a limited partnership of which Anthony B. Evnin is a General Partner. Mr. Evnin disclaims beneficial ownership of these securities except to the extent of his pro-rata interest.
- Securities held of record by Venrock Associates II, L.P., a limited partnership of which Anthony B. Evnin is a General Partner. Mr. Evnin disclaims beneficial ownership of these securities except to the extent of his pro-rata interest.
- Each share of Series B Preferred Stock will automatically convert into Common Stock on a 1.087428-for-1 basis.
- Securities held of record by Venrock Entrepreneurs Fund, L.P., a limited partnership of which Venrock Management LLC is the General Partner. Anthony B. Evnin is a Member of Venrock Management LLC and disclaims beneficial ownership of these securities except to the extent of his pro-rata interest.
- Each share of Series C Preferred Stock will automatically convert into Common Stock on a 1.972685-for-1 basis.

**Remarks:**

Anthony B. Evnin 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.

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