SUN MICROSYSTEMS, INC.

Form 4 July 30, 2008

# FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations **SECURITIES** 

Estimated average burden hours per response... 0.5

may continue.

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 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading Splain Michael E Symbol

5. Relationship of Reporting Person(s) to Issuer

SUN MICROSYSTEMS, INC. [JAVA]

07/28/2008

(Check all applicable)

(First) (Middle)

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

Director 10% Owner Other (specify X\_ Officer (give title below) below)

4150 NETWORK CIRCLE

(Street)

(State)

4. If Amendment, Date Original

EVP, Microelectronics 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ 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

SANTA CLARA, CA 95054

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of		Securities	Ownership	Indirect
(Instr. 3)		any	Code	(D)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	(D) or	Ownership
					Following	Indirect (I)	(Instr. 4)
					Reported	(Instr. 4)	

(A) Transaction(s) or (D) Price

(Instr. 3 and 4)

Amount Common  $F^{(3)}$ 07/28/2008 201

(Zip)

D 83,059 (1) 9.94

D

by Michael E. Splain & Donna M.

Shares held

Common Stock

Stock

10,000 I Splain JT/WROS

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

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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. Transactic Code (Instr. 8)	5. orNumber 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 Securities (Instr. 3 and 4)		8. Pri Deriv Secu (Insti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 74.32					(2)	04/18/2009	Common Stock	2,500	
Employee Stock Option (Right to Buy)	\$ 65					(2)	06/13/2009	Common Stock	2,500	
Employee Stock Option (Right to Buy)	\$ 31.64					(2)	09/27/2009	Common Stock	3,750	
Employee Stock Option (Right to Buy)	\$ 50.36					(2)	11/07/2009	Common Stock	6,250	
Employee Stock Option (Right to Buy)	\$ 50.36					(2)	11/07/2009	Common Stock	6,250	
Employee Stock Option	\$ 36.56					(2)	03/19/2010	Common Stock	50	

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(Right to Buy)					
Employee Stock Option (Right to Buy)	\$ 36.56	(2)	03/19/2010	Common Stock	3,750
Employee Stock Option (Right to Buy)	\$ 14.8	(2)	07/25/2010	Common Stock	7,500
Employee Stock Option (Right to Buy)	\$ 14.8	(2)	07/25/2010	Common Stock	11,250
Employee Stock Option (Right to Buy)	\$ 16.8	(2)	05/21/2011	Common Stock	11,250
Employee Stock Option (Right to Buy)	\$ 16.832	(2)	11/13/2011	Common Stock	11,250
Employee Stock Option (Right to Buy)	\$ 15	(2)	05/18/2012	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 15.76	(2)	09/17/2012	Common Stock	12,500
Employee Stock Option (Right to Buy)	\$ 18.4	(2)	11/10/2012	Common Stock	5,000
Employee Stock Option (Right to	\$ 16.48	(2)	01/27/2013	Common Stock	15,000

Buy)					
Employee Stock Option (Right to Buy)	\$ 15.4	(2)	07/28/2013	Common Stock	20,750
Employee Stock Option (Right to Buy)	\$ 21.32	<u>(2)</u>	11/02/2014	Common Stock	17,500
Employee Stock Option (Right to Buy)	\$ 26.56	(2)	01/31/2015	Common Stock	13,125
Employee Stock Option (Right to Buy)	\$ 20	(2)	11/14/2015	Common Stock	15,525

## **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
Splain Michael E				

4150 NETWORK CIRCLE SANTA CLARA, CA 95054

EVP, Microelectronics

## **Signatures**

/s/ Michael E.

Splain 07/29/2008

\*\*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) This includes 562 shares of unvested restricted stock and 77,875 shares of unvested restricted stock units.
- (2) This option vests and becomes exercisable in five equal annual installments beginning on the first anniversary of the date of grant.
- (3) This represents the surrender of shares to the issuer upon the vesting of time-based restricted stock to satisfy tax withholding obligations.

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.

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