

Green Richard L
Form 4
August 01, 2008

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Green Richard L

2. Issuer Name **and** Ticker or Trading
Symbol
SUN MICROSYSTEMS, INC.
[JAVA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

4150 NETWORK CIRCLE

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
07/30/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

EVP, Software Group

6. Individual or Joint/Group Filing(Check
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

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)
Common Stock	07/30/2008		A ⁽²⁾	14,438 A	\$ 0.0007 82,797	D	
Common Stock	07/30/2008		F ⁽³⁾	1,291 D	\$ 10.63 81,506	D	
Common Stock	07/30/2008		A ⁽⁴⁾	88,500 A	\$ 0.0007 170,006 ⁽⁵⁾	D	
Common Stock					1,151	I	Shares held by wife.
Common Stock					276	I	Shares held in a

custodial
account
for son.

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

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 16.8							<u>(1)</u>	05/21/2011	Common Stock	600
Employee Stock Option (Right to Buy)	\$ 16.832							<u>(1)</u>	11/13/2011	Common Stock	1,000
Employee Stock Option (Right to Buy)	\$ 15.76							<u>(1)</u>	09/17/2012	Common Stock	750
Employee Stock Option (Right to Buy)	\$ 16.48							<u>(1)</u>	01/27/2013	Common Stock	1,800
Employee Stock Option	\$ 21.32							<u>(1)</u>	11/02/2014	Common Stock	403

(Right to
Buy)

Employee
Stock

Option \$ 17.04

(Right to
Buy)

Employee
Stock

Option \$ 20.4

(Right to
Buy)

(1)

07/27/2014

Common
Stock

62,500

(1)

07/31/2017

Common
Stock

106,250

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Green Richard L 4150 NETWORK CIRCLE SANTA CLARA, CA 95054	EVP, Software Group

Signatures

/s/ Craig D. Norris,
Attorney-In-Fact

08/01/2008

 Signature of Reporting Person

 Date

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 option vests and becomes exercisable in five equal annual installments beginning on the first anniversary of the date of grant.
- (2) This restricted stock unit vests and becomes exercisable as to 25% on the Transaction Date and 25% on each of the second, third and fourth anniversaries of the date of grant.
- (3) This represents the surrender of shares to the issuer upon the vesting of time-based restricted stock units to satisfy tax withholding obligations.
- (4) This restricted stock unit vests and becomes exercisable in four equal annual installments beginning on the first anniversary of the date of grant.
- (5) This includes 149,444 shares of unvested restricted stock units.

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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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