

SUN MICROSYSTEMS, INC.

Form 4

October 31, 2005

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OSHMAN M KENNETH

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

4150 NETWORK CIRCLE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

SANTA CLARA, CA 95054

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership (Instr. 4)
				(A) or (D)			
				Code V Amount Price			
Common Stock					2,323,200	D	

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)**

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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)		8. D S (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Stock Option (Right to Buy) <u>(1)</u>	\$ 50.1563					<u>(2)</u>	11/08/2005	Common Stock	20,000	
Director Stock Option (Right to Buy) <u>(1)</u>	\$ 12.59					<u>(3)</u>	11/07/2006	Common Stock	10,000	
Director Stock Option (Right to Buy) <u>(1)</u>	\$ 3.4					<u>(4)</u>	11/07/2007	Common Stock	10,000	
Director Stock Option (Right to Buy) <u>(1)</u>	\$ 4.208					<u>(5)</u>	11/13/2008	Common Stock	10,000	
Director Stock Option (Right to Buy) <u>(1)</u>	\$ 4.6					<u>(6)</u>	11/10/2009	Common Stock	10,000	
Director Stock Option (Right to Buy) <u>(1)</u>	\$ 3.9	10/27/2005		A	10,000	<u>(7)</u>	10/27/2010	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

OSHMANN M KENNETH
4150 NETWORK CIRCLE X
SANTA CLARA, CA 95054

Signatures

/s/ M. Kenneth Oshman 10/27/2005

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) Granted under Sun Microsystems, Inc. 1988 Directors' Stock Option Plan.
- This option originally vested in four equal annual installments on the anniversary date of the grant, November 8, 2000, or the date of
- (2) Sun's Annual Meeting of Stockholders, whichever was earlier. Effective May 30, 2005, Sun accelerated the vesting schedules for all stock options outstanding as of that date with exercise prices of \$6.00 or more, including this option.
- This option originally vested in four equal annual installments on the anniversary date of the grant, November 7, 2001, or the date of
- (3) Sun's Annual Meeting of Stockholders, whichever was earlier. Effective May 30, 2005, Sun accelerated the vesting schedules for all stock options outstanding as of that date with exercise prices of \$6.00 or more, including this option.
- (4) This option vests in four equal annual installments on the anniversary date of the grant, November 7, 2002, or the date of Sun's Annual Meeting of Stockholders, whichever is earlier.
- (5) This option vests in four equal annual installments on the anniversary date of the grant, November 13, 2003, or the date of Sun's Annual Meeting of Stockholders, whichever is earlier.
- (6) This option vests in four equal annual installments on the anniversary date of the grant, November 10, 2004, or the date of Sun's Annual Meeting of Stockholders, whichever is earlier.
- (7) This option vests in four equal annual installments on the anniversary date of the grant, October 27, 2005, or the date of Sun's Annual Meeting of Stockholders, whichever is earlier.

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.