

KERR WILLIAM T
 Form 4
 September 02, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KERR WILLIAM T

2. Issuer Name and Ticker or Trading Symbol
STORAGE TECHNOLOGY CORP [STK]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
ONE STORAGETEK DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2005

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

LOUISVILLE, CO 80028
 (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)
Common Stock	08/31/2005		D	V 17,203	(A) or (D) \$ 37 (1) 0	D	

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

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (Right to buy)	\$ 11.813	08/31/2005		D	4,000	<u>(2)</u> (3)	05/18/2010	Common Stock	4,000
Stock Options (Right to buy)	\$ 15.9	08/31/2005		D	4,000	<u>(2)</u> (3)	05/24/2011	Common Stock	4,000
Stock Options (Right to buy)	\$ 18	08/31/2005		D	4,000	<u>(2)</u> (3)	05/23/2012	Common Stock	4,000
Stock Options (Right to buy)	\$ 21	08/31/2005		D	8,000	<u>(2)</u> (3)	05/20/2009	Common Stock	8,000
Stock Options (Right to buy)	\$ 24.82	08/31/2005		D	4,000	<u>(2)</u> (3)	05/21/2013	Common Stock	4,000
Stock Options (Right to buy)	\$ 26.39	08/31/2005		D	4,000	<u>(2)</u> (3)	05/20/2014	Common Stock	4,000
Stock Options (Right to buy)	\$ 28.58	08/31/2005		D	7,500	<u>(2)</u> (3)	04/26/2015	Common Stock	7,500
Stock Options (Right to buy)	\$ 43.438	08/31/2005		D	50,000	<u>(3)</u> (4)	05/21/2008	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KERR WILLIAM T ONE STORAGETEK DRIVE LOUISVILLE, CO 80028		X		

Signatures

Donald H. Kronenberg, 09/02/2005
 Attorney-in-Fact

__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).
- (2) One-third of the option shares vest on each of the first three anniversaries of the date of grant.
 Notwithstanding the original vesting schedule cited in other footnotes to this form, all unvested shares were accelerated at the effective time of the merger. This option was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the merger consideration of \$37.00 per share on the effective date of the merger.
- (1) Disposed of pursuant to merger agreement between Storage Technology Corporation and Sun Microsystems in exchange for a cash consideration of \$37.00 per share on the effective date of the merger.
- (4) 6,666 shares vested on the first and second anniversaries of the date of grant; and 6,667 shares vested on the third, fourth, fifth and sixth anniversaries of the date of grant.

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.