

SCHWARTZ JONATHAN I
Form 4
August 01, 2008

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 *
SCHWARTZ JONATHAN I

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)

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

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

SANTA CLARA, CA 95054

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

(City) (State) (Zip)

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)	
			Code	V	Amount	Price		
Common Stock	07/30/2008		A ⁽³⁾		66,000	\$ 0.0007	643,158	D
Common Stock	07/30/2008		F ⁽⁴⁾		7,549	\$ 10.63	635,609	D
Common Stock	07/30/2008		A ⁽⁵⁾		307,700	\$ 0.0007	943,309 ⁽¹⁾	D

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

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number.

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)	8. Fair Value of Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 160					(2)	04/12/2010	Common Stock	17,500
Employee Stock Option	\$ 180.1252					(2)	06/13/2010	Common Stock	7,500
Employee Stock Option	\$ 74.32					(2)	04/18/2011	Common Stock	50,000
Employee Stock Option	\$ 50.36					(2)	11/07/2011	Common Stock	18,750
Employee Stock Option	\$ 50.36					(2)	11/07/2011	Common Stock	18,750
Employee Stock Option	\$ 36.56					(2)	03/19/2012	Common Stock	50
Employee Stock Option	\$ 25.8					(2)	05/02/2012	Common Stock	50,000
Employee Stock Option	\$ 14.8					(2)	07/25/2012	Common Stock	75,000
Employee Stock Option	\$ 15.4					(2)	07/23/2013	Common Stock	125,000
Employee Stock	\$ 15.6					(2)	04/30/2014	Common Stock	250,000

Option Employee Stock Option (Right to Buy)	\$ 15.16	(2)	07/29/2014	Common Stock	200,000
Option (Right to Buy)	\$ 15.4	(2)	07/28/2015	Common Stock	225,000
Option (Right to Buy)	\$ 19.8	(2)	04/27/2016	Common Stock	500,000
Option (Right to Buy)	\$ 20.4	(2)	07/31/2017	Common Stock	500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHWARTZ JONATHAN I 4150 NETWORK CIRCLE SANTA CLARA, CA 95054	X		President and CEO	

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).

- This includes 6,250 shares of unvested restricted stock and 457,200 shares of unvested restricted stock units. This also includes performance-based restricted stock units in which the award criteria was satisfied in April 2008. Upon satisfaction of the award criteria,
- (1) 25% of the underlying shares vested immediately and 25% of the underlying shares shall thereafter vest on each anniversary of the satisfaction of the award criteria. The reporting person's Form 4 filed in connection with the initial vesting of this performance-based restricted stock unit award did not include the report of the unvested portion, which is now being reported.
 - (2) This option vests and becomes exercisable in five equal annual installments beginning on the first anniversary of the date of grant.
 - (3) 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.

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- (4) This represents the surrender of shares to the issuer upon vesting of time-based restricted stock units to satisfy tax withholding obligations.
- (5) This restricted stock unit vests and becomes exercisable in four equal annual installments beginning on the first anniversary of the date of grant.

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. 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.