

SUN MICROSYSTEMS, INC.
 Form 4
 April 30, 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 *
 MCNEALY SCOTT G

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)

3. Date of Earliest Transaction (Month/Day/Year)
 12/24/2007

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

4150 NETWORK CIRCLE

(Street)

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

SANTA CLARA, CA 95054

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | | | | | 73,270 | I | Shares held by trust. ⁽²⁾ |
| Common Stock | | | | | 13,962,816 | I | Shares held by trust. ⁽²⁾ |
| Common Stock | | | | | 100,700 | I | Shares held by trust. ⁽²⁾ |
| Common Stock | | | | | 1,887 | I | See footnote. |

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| | | | | | | | | |
|--------------|------------|-------------------|--------|---|----------|-----------------------|---|-----------------------------|
| Common Stock | | | | | | 1,887 | I | (3) See footnote. (3) |
| Common Stock | | | | | | 1,887 | I | See footnote. (3) |
| Common Stock | | | | | | 1,887 | I | See footnote. (3) |
| Common Stock | 12/24/2007 | G | V 525 | A | \$ 0 | 525 | I | See footnotes. (11) (12) |
| Common Stock | 12/24/2007 | G | V 525 | A | \$ 0 | 525 | I | See footnotes. (11) (12) |
| Common Stock | 12/24/2007 | G | V 525 | A | \$ 0 | 525 | I | See footnotes. (11) (12) |
| Common Stock | 12/24/2007 | G | V 525 | A | \$ 0 | 525 | I | See footnotes. (11) (12) |
| Common Stock | 04/28/2008 | M ⁽¹³⁾ | 21,875 | A | \$ 15.52 | 66,351 | D | |
| Common Stock | 04/28/2008 | S ⁽¹⁴⁾ | 300 | D | \$ 15.48 | 66,051 | D | |
| Common Stock | 04/28/2008 | S ⁽¹⁴⁾ | 100 | D | \$ 15.49 | 65,951 | D | |
| Common Stock | 04/28/2008 | S ⁽¹⁴⁾ | 13,975 | D | \$ 15.5 | 51,976 | D | |
| Common Stock | 04/28/2008 | S ⁽¹⁴⁾ | 5,100 | D | \$ 15.51 | 46,876 | D | |
| Common Stock | 04/28/2008 | S ⁽¹⁴⁾ | 1,900 | D | \$ 15.52 | 44,976 | D | |
| Common Stock | 04/28/2008 | S ⁽¹⁴⁾ | 500 | D | \$ 15.53 | 44,476 ⁽¹⁾ | D | |

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

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(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. 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 (Right to Buy) ⁽⁴⁾ | \$ 21.8128 | | | | | <u>(5)</u> 06/17/2008 | Common Stock | 800,000 | |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 50.1252 | | | | | <u>(5)</u> 04/20/2009 | Common Stock | 100,000 | |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 160 | | | | | <u>(5)</u> 04/12/2010 | Common Stock | 250,000 | |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 74.32 | | | | | <u>(5)</u> 04/18/2011 | Common Stock | 375,000 | |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 50.36 | | | | | <u>(5)</u> 11/07/2011 | Common Stock | 312,500 | |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 50.36 | | | | | <u>(5)</u> 11/07/2011 | Common Stock | 312,500 | |
| Employee Stock | \$ 36.56 | | | | | <u>(5)</u> 03/19/2012 | Common Stock | 50 | |

| | | | | | |
|-----------------------------------------------------------------|----------|-----------------|------------|-----------------|---------|
| Option (Right to Buy) ⁽⁴⁾ | | | | | |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 25.8 | ⁽⁵⁾ | 05/02/2012 | Common Stock | 50,000 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 28.28 | ⁽⁵⁾ | 05/14/2012 | Common Stock | 200,000 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 14.8 | ⁽⁵⁾ | 07/25/2012 | Common Stock | 250,000 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 15.4 | ⁽⁶⁾ | 07/23/2013 | Common Stock | 375,000 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 15.16 | ⁽⁷⁾ | 07/29/2014 | Common Stock | 312,500 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 15.4 | ⁽⁸⁾ | 07/28/2015 | Common Stock | 225,000 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 19.8 | ⁽⁹⁾ | 04/27/2016 | Common Stock | 525,000 |
| Employee Stock Option (Right to Buy) ⁽⁴⁾ | \$ 20.4 | ⁽¹⁰⁾ | 07/31/2017 | Common Stock | 500,000 |

