

SUN MICROSYSTEMS, INC.

Form 4

August 02, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MacGowan William N2. 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)  
07/31/2007\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief HR Officer &amp; EVP

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)  
\_\_\_\_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	07/31/2007		M <sup>(12)</sup>	V Amount (A) or (D) Price 37,500 A \$ 5.1	59,691 <sup>(10)</sup> <sup>(14)</sup>	D	
Common Stock	07/31/2007		F <sup>(13)</sup>	11,654 D \$ 5.1	48,037 <sup>(10)</sup>	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 17							<u>(2)</u>	08/11/2007	Common Stock	40,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 40							<u>(2)</u>	04/12/2008	Common Stock	12,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 45.0313							<u>(2)</u>	06/13/2008	Common Stock	24,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 18.58							<u>(2)</u>	04/18/2009	Common Stock	15,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 16.25							<u>(2)</u>	06/13/2009	Common Stock	5,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 7.91							<u>(2)</u>	09/27/2009	Common Stock	18,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 12.59							<u>(2)</u>	11/07/2009	Common Stock	30,000

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Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 12.59	<u>(2)</u>	11/07/2009	Common Stock	30,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 9.14	<u>(2)</u>	03/19/2010	Common Stock	200
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 9.14	<u>(2)</u>	03/19/2010	Common Stock	15,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 3.7	<u>(3)</u>	07/25/2010	Common Stock	40,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 4.2	<u>(4)</u>	05/21/2011	Common Stock	30,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 4.208	<u>(5)</u>	11/13/2011	Common Stock	40,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 3.9	<u>(6)</u>	04/30/2012	Common Stock	300,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 3.79	<u>(7)</u>	07/29/2012	Common Stock	100,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 3.85	<u>(8)</u>	07/28/2013	Common Stock	300,000
	\$ 4.26	<u>(9)</u>	07/27/2016		400,000

Employee  
Stock  
Option  
(Right to  
Buy) (1)

Common  
Stock

Employee  
Stock  
Option  
(Right to  
Buy) (1)

\$ 5.1      07/31/2007

A      400,000

(11)

07/31/2017

Common  
Stock      400,00

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MacGowan William N 4150 NETWORK CIRCLE SANTA CLARA, CA 95054			Chief HR Officer & EVP	

## Signatures

/s/ William N.  
MacGowan      08/02/2007

       \*\*Signature of Reporting      Date  
   Person

## 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 was granted under the Sun Microsystems, Inc. 1990 Long-Term Equity Incentive Plan.
- (2) Immediately.
- (3) This option vests and becomes exercisable in five equal annual installments of 8,000 shares beginning on July 25, 2003.
- (4) This option vests and becomes exercisable in five equal annual installments of 6,000 shares beginning on May 21, 2004.
- (5) This option vests and becomes exercisable in five equal annual installments of 8,000 shares beginning on November 13, 2004.
- (6) This option vests and becomes exercisable in five equal annual installments of 60,000 shares beginning on April 30, 2005.
- (7) This option vests and becomes exercisable in five equal annual installments of 20,000 shares beginning on July 29, 2005.
- (8) This option vests and becomes exercisable in five equal annual installments of 60,000 shares beginning on July 28, 2006.
- (9) This option vests and becomes exercisable in five equal annual installments of 80,000 shares beginning on July 27, 2007.
- (10) Includes 16,500 shares of unvested restricted stock.
- (11) This option vests and becomes exercisable in five equal annual installments of 80,000 shares beginning on July 31, 2008.
- (12) Represents performance-based restricted stock units that have vested and are paid out in shares of common stock.
- (13) Represents the surrender of shares to the issuer upon vesting of performance-based restricted stock units to satisfy tax withholding obligations.
- (14) This amount was overstated by 150,000 shares in the Form 4 filed on August 1, 2007 due to the incorrect inclusion of shares representing unvested restricted stock units with performance-based vesting. This amount has been corrected in this filing.

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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