

SCHWARTZ JONATHAN I

Form 4

July 30, 2009

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

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(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)

SANTA CLARA, CA 95054

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
07/28/2009

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

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/28/2009		F		2,234	D	\$ 9.2
							943,852 ⁽¹⁾

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
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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. F Der Sec (Ins	
				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 Option	\$ 15.6							(2)	04/30/2014	Common Stock	250,000
Employee Stock Option	\$ 15.16							(2)	07/29/2014	Common Stock	200,000

(Right to
Buy)Employee
Stock

Option \$ 15.4

(2)

07/28/2015

Common
Stock

225,000

(Right to
Buy)Employee
Stock

Option \$ 19.8

(2)

04/27/2016

Common
Stock

500,000

(Right to
Buy)Employee
Stock

Option \$ 20.4

(2)

07/31/2017

Common
Stock

500,000

(Right to
Buy)

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

07/28/2009

__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) This includes (i) 407,200 shares of unvested restricted stock units and (ii) 2,777 shares acquired under the issuer's employee stock purchase plan on May 15, 2009
- (2) This option vests and becomes exercisable in five 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.

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