

SUN MICROSYSTEMS, INC.
 Form 4
 May 02, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Splain Michael E

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)
 04/30/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Microelectronics

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	(A) or (D)	Price
Common Stock	04/30/2008		A		58,000	A	\$ 0.001
Common Stock					10,000	I	83,260.5 ⁽¹⁾

Shares held by Michael E. Splain & Donna M. Splain JT/WROS

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

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SEC 1474 (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. Price or Per Share Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 74.32					⁽³⁾ 04/18/2009	Common Stock	2,500	
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 65					⁽³⁾ 06/13/2009	Common Stock	2,500	
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 31.64					⁽³⁾ 09/27/2009	Common Stock	3,750	
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 50.36					⁽³⁾ 11/07/2009	Common Stock	6,250	
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 50.36					⁽³⁾ 11/07/2009	Common Stock	6,250	
Employee Stock Option	\$ 36.56					⁽³⁾ 03/19/2010	Common Stock	50	

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(Right to Buy) ⁽²⁾					
Employee Stock Option	\$ 36.56	⁽³⁾	03/19/2010	Common Stock	3,750
(Right to Buy) ⁽²⁾					
Employee Stock Option	\$ 14.8	⁽³⁾	07/25/2010	Common Stock	7,500
(Right to Buy) ⁽²⁾					
Employee Stock Option	\$ 14.8	⁽³⁾	07/25/2010	Common Stock	11,250
(Right to Buy) ⁽²⁾					
Employee Stock Option	\$ 16.8	⁽³⁾	05/21/2011	Common Stock	11,250
(Right to Buy) ⁽²⁾					
Employee Stock Option	\$ 16.832	⁽³⁾	11/13/2011	Common Stock	11,250
(Right to Buy) ⁽²⁾					
Employee Stock Option	\$ 15	⁽³⁾	05/18/2012	Common Stock	10,000
(Right to Buy) ⁽²⁾					
Employee Stock Option	\$ 15.76	⁽³⁾	09/17/2012	Common Stock	12,500
(Right to Buy) ⁽²⁾					
Employee Stock Option	\$ 18.4	⁽³⁾	11/10/2012	Common Stock	5,000
(Right to Buy) ⁽²⁾					
Employee Stock Option	\$ 16.48	⁽³⁾	01/27/2013	Common Stock	15,000
(Right to					

Buy) ⁽²⁾					
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 15.4	⁽³⁾	07/28/2013	Common Stock	20,750
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 21.32	⁽³⁾	11/02/2014	Common Stock	17,500
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 26.56	⁽³⁾	01/31/2015	Common Stock	13,125
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 20	⁽³⁾	11/14/2015	Common Stock	15,525

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Splain Michael E 4150 NETWORK CIRCLE SANTA CLARA, CA 95054			EVP, Microelectronics	

Signatures

/s/ Michael E.
Splain 05/01/2008

^{**}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).
- (1) This includes 1,124 shares of unvested restricted stock and 77,875 shares of unvested restricted stock units.
- (2) This option was granted under the Sun Microsystems, Inc. 1990 Long-Term Equity Incentive Plan.
- (3) This option vests and becomes exercisable in five equal annual installments beginning on the first anniversary 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.