

SUN MICROSYSTEMS, INC.
Form 4
August 30, 2007

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 *
Grantham Donald C

2. 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)

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Global Sales & Services

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/28/2007		M ⁽¹²⁾		300,000	A	\$ 5.06
Common Stock	08/28/2007		F ⁽¹⁴⁾		122,984	D	\$ 5.06
Common Stock	08/30/2007		M		60,000	A	\$ 3.85
Common Stock	08/30/2007		M		100,000	A	\$ 4.95
Common Stock	08/30/2007		M		9,000	A	\$ 4.2

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Common Stock	08/30/2007	M	4,000	A	\$ 4.2	492,371 ⁽¹³⁾	D
Common Stock	08/30/2007	M	1,200	A	\$ 3.7	493,571 ⁽¹³⁾	D
Common Stock	08/30/2007	M	15,000	A	\$ 3.7	508,571 ⁽¹³⁾	D
Common Stock	08/30/2007	M	50,000	A	\$ 3.44	558,571 ⁽¹³⁾	D
Common Stock	08/30/2007	S	434,071	D	\$ 5.17	124,500 ⁽¹³⁾	D

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

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(9-02)

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) ⁽¹⁾	\$ 28.0782					⁽²⁾	11/10/2007	Common Stock	28,000
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 40					⁽²⁾	04/12/2008	Common Stock	14,000
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 50.9375					⁽²⁾	10/11/2008	Common Stock	30,000
Employee Stock	\$ 18.58					⁽²⁾	04/18/2009	Common Stock	20,000

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Option (Right to Buy) <u>(1)</u>										
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 16.25				<u>(2)</u>	06/13/2009	Common Stock	20,000		
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 7.91				<u>(2)</u>	09/27/2009	Common Stock	15,000		
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 12.59				<u>(2)</u>	11/07/2009	Common Stock	20,000		
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 12.59				<u>(2)</u>	11/07/2009	Common Stock	20,000		
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	20,000		
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 9.14				<u>(2)</u>	03/19/2010	Common Stock	50,000		
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 7.07				<u>(2)</u>	05/14/2010	Common Stock	50,000		
Employee Stock Option	\$ 3.7	08/30/2007		M		1,200	<u>(2)</u>	07/25/2010	Common Stock	6,000

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(Right to Buy) <u>(1)</u>									
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 3.7	08/30/2007	M	15,000	<u>(2)</u>	07/25/2010	Common Stock	75,000	
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 4.2	08/30/2007	M	4,000	<u>(3)</u>	05/21/2011	Common Stock	20,000	
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 4.2	08/30/2007	M	9,000	<u>(4)</u>	05/21/2011	Common Stock	45,000	
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 4.208				<u>(5)</u>	11/13/2011	Common Stock	50,000	
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 3.94				<u>(6)</u>	09/17/2012	Common Stock	60,000	
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 4.12				<u>(7)</u>	01/27/2013	Common Stock	150,000	
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 3.44	08/30/2007	M	50,000	<u>(8)</u>	04/28/2013	Common Stock	250,000	
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 3.85	08/30/2007	M	60,000	<u>(9)</u>	07/28/2013	Common Stock	300,000	
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 4.95	08/30/2007	M	100,000	<u>(10)</u>	04/27/2016	Common Stock	500,000	

Buy) ⁽¹⁾

Employee
Stock

Option \$ 5.1

(Right to

Buy) ⁽¹⁾

(11) 07/31/2017 Common Stock 500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grantham Donald C 4150 NETWORK CIRCLE SANTA CLARA, CA 95054			EVP, Global Sales & Services	

Signatures

/s/ Donald C.
Grantham 08/30/2007

 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 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 4,000 shares beginning on May 21, 2004.
- (4) This option vests and becomes exercisable in five equal annual installments of 9,000 shares beginning on May 21, 2004.
- (5) This option vests and becomes exercisable in five equal annual installments of 10,000 shares beginning on November 13, 2004.
- (6) This option vests and becomes exercisable in five equal annual installments of 12,000 shares beginning on September 17, 2005.
- (7) This option vests and becomes exercisable in five equal annual installments of 30,000 shares beginning on January 27, 2006.
- (8) This option vests and becomes exercisable in five equal annual installments of 50,000 shares beginning on April 28, 2006.
- (9) This option vests and becomes exercisable in five equal annual installments of 60,000 shares beginning on July 28, 2006.
- (10) This option vests and becomes exercisable in five equal annual installments of 100,000 shares beginning on April 27, 2007.
- (11) This option vests and becomes exercisable in five equal annual installments of 100,000 shares beginning on July 31, 2007.
- (12) Represents performance-based restricted stock units that have vested and are paid out in shares of common stock.
- (13) Includes 124,500 shares of unvested restricted stock.
- (14) Represents the surrender of shares to the issuer upon vesting of performance-based restricted stock units to satisfy tax withholding obligations.

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.