

Splain Michael E
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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)

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
X Officer (give title ____ Other (specify
below) below)
EVP, Microelectronics

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	07/28/2009		F	201 D	\$ 9.2 88,929 ⁽¹⁾	D	Shares held by Michael E. Splain & Donna M. Splain JTWROS
Common Stock					10,000	I	

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**

SEC 1474
(9-02)

required to respond unless the form
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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. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 65					<u>(2)</u>	06/13/2009	Common Stock	2,500	
Employee Stock Option (Right to Buy)	\$ 31.64					<u>(2)</u>	09/27/2009	Common Stock	3,750	
Employee Stock Option (Right to Buy)	\$ 50.36					<u>(2)</u>	11/07/2009	Common Stock	6,250	
Employee Stock Option (Right to Buy)	\$ 50.36					<u>(2)</u>	11/07/2009	Common Stock	6,250	
Employee Stock Option (Right to Buy)	\$ 36.56					<u>(2)</u>	03/19/2010	Common Stock	50	
Employee Stock Option	\$ 36.56					<u>(2)</u>	03/19/2010	Common Stock	3,750	

(Right to Buy)						
Employee Stock Option (Right to Buy)	\$ 14.8	<u>(2)</u>	07/25/2010	Common Stock	7,500	
Employee Stock Option (Right to Buy)	\$ 14.8	<u>(2)</u>	07/25/2010	Common Stock	11,250	
Employee Stock Option (Right to Buy)	\$ 16.8	<u>(2)</u>	05/21/2011	Common Stock	11,250	
Employee Stock Option (Right to Buy)	\$ 16.832	<u>(2)</u>	11/13/2011	Common Stock	11,250	
Employee Stock Option (Right to Buy)	\$ 15	<u>(2)</u>	05/18/2012	Common Stock	10,000	
Employee Stock Option (Right to Buy)	\$ 15.76	<u>(2)</u>	09/17/2012	Common Stock	12,500	
Employee Stock Option (Right to Buy)	\$ 18.4	<u>(2)</u>	11/10/2012	Common Stock	5,000	
Employee Stock Option (Right to Buy)	\$ 16.48	<u>(2)</u>	01/27/2013	Common Stock	15,000	
Employee Stock Option (Right to	\$ 15.4	<u>(2)</u>	07/28/2013	Common Stock	20,750	

Buy)

Employee

Stock

Option \$ 21.32

(Right to

Buy)

(2)

11/02/2014

Common
Stock

17,500

Employee

Stock

Option \$ 26.56

(Right to

Buy)

(2)

01/31/2015

Common
Stock

13,125

Employee

Stock

Option \$ 20

(Right to

Buy)

(2)

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/ 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 71,138 shares of unvested restricted stock units.

(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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