

SUN MICROSYSTEMS, INC.

Form 4

November 14, 2007

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)
11/12/2007

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 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	11/12/2007		S ⁽¹⁰⁾	V Amount (D) Price 0.5 D \$ 10.35	500,138 ⁽¹⁾	D	

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

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information contained in this form are not
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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 ⁽²⁾	\$ 146.8752							⁽³⁾	12/15/2007	Common Stock	30,000
Employee Stock Option ⁽²⁾	\$ 160							⁽³⁾	04/12/2010	Common Stock	17,500
Employee Stock Option ⁽²⁾	\$ 180.1252							⁽³⁾	06/13/2010	Common Stock	7,500
Employee Stock Option ⁽²⁾	\$ 74.32							⁽³⁾	04/18/2011	Common Stock	50,000
Employee Stock Option ⁽²⁾	\$ 50.36							⁽³⁾	11/07/2011	Common Stock	18,750
Employee Stock Option ⁽²⁾	\$ 50.36							⁽³⁾	11/07/2011	Common Stock	18,750
Employee Stock Option ⁽²⁾	\$ 36.56							⁽³⁾	03/19/2012	Common Stock	50
Employee Stock Option ⁽²⁾	\$ 25.8							⁽³⁾	05/02/2012	Common Stock	50,000
Employee Stock Option ⁽²⁾	\$ 14.8							⁽³⁾	07/25/2012	Common Stock	75,000
Employee Stock Option ⁽²⁾	\$ 15.4							⁽⁴⁾	07/23/2013	Common Stock	125,000
Employee Stock Option ⁽²⁾	\$ 15.6							⁽⁵⁾	04/30/2014	Common Stock	250,000

Employee Stock Option (Right to Buy) <u>(2)</u>	\$ 15.16	<u>(6)</u>	07/29/2014	Common Stock	200,000
Employee Stock Option (Right to Buy) <u>(2)</u>	\$ 15.4	<u>(7)</u>	07/28/2015	Common Stock	225,000
Employee Stock Option (Right to Buy) <u>(2)</u>	\$ 19.8	<u>(8)</u>	04/27/2016	Common Stock	500,000
Employee Stock Option (Right to Buy) <u>(2)</u>	\$ 20.4	<u>(9)</u>	07/31/2017	Common Stock	500,000

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/ Jonathan I.
Schwartz

11/13/2007

 **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) Includes 12,500 shares of unvested restricted stock.
- (2) This option was granted under the Sun Microsystems, Inc. 1990 Long-Term Equity Incentive Plan.
- (3) Immediately.
- (4) The remainder of this option vests in one annual installment of 25,000 shares on the fifth anniversary of the date of grant.
- (5) The remainder of this option vests in two equal annual installments of 50,000 shares on each of the fourth and fifth anniversaries of the date of grant.
- (6) The remainder of this option vests in two equal annual installments of 40,000 shares on each of the fourth and fifth anniversaries of the date of grant.

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- (7) The remainder of this option vests in three equal annual installments of 45,000 shares on each of the third, fourth and fifth anniversaries of the date of grant.
- (8) The remainder of this option vests in four equal annual installments of 100,000 shares on each of the second, third, fourth and fifth anniversaries of the date of grant.
- (9) This option vests and becomes exercisable in five equal annual installments of 100,000 shares beginning on July 31, 2008.

- This transaction represents the purchase by Sun Microsystems, Inc. of a fractional share of Common Stock resulting from the company's
- (10) one-for-four reverse stock split effective November 12, 2007 at a purchase price of \$20.71 per share, which was the average closing price as reported on NASDAQ for the four trading days preceding the effective date.

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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