

SUN MICROSYSTEMS, INC.

Form 4

May 02, 2008

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
burden hours per
response... 0.5

(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)
04/30/2008

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

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.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
number.

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) ⁽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	

(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 \$ 16.48

⁽³⁾

01/27/2013

Common
Stock

15,000

Stock
Option
(Right to

Buy) (2)Employee
Stock

Option \$ 15.4

(Right to
Buy) (2)(3)

07/28/2013

Common
Stock

20,750

Employee
Stock

Option \$ 21.32

(Right to
Buy) (2)(3)

11/02/2014

Common
Stock

17,500

Employee
Stock

Option \$ 26.56

(Right to
Buy) (2)(3)

01/31/2015

Common
Stock

13,125

Employee
Stock

Option \$ 20

(Right to
Buy) (2)(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.