

SUN MICROSYSTEMS, INC.
 Form 4
 August 02, 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 *
 MacGowan William N

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)
 4150 NETWORK CIRCLE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/31/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief HR Officer & EVP

SANTA CLARA, CA 95054
 (City) (State) (Zip)

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

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	07/31/2007		M ⁽¹²⁾	37,500 A \$ 5.1	59,691 ⁽¹⁰⁾ ₍₁₄₎	D	
Common Stock	07/31/2007		F ⁽¹³⁾	11,654 D \$ 5.1	48,037 ⁽¹⁰⁾ ₍₁₄₎	D	

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 17					⁽²⁾ 08/11/2007	Common Stock 40,000
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 40					⁽²⁾ 04/12/2008	Common Stock 12,000
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 45.0313					⁽²⁾ 06/13/2008	Common Stock 24,000
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 18.58					⁽²⁾ 04/18/2009	Common Stock 15,000
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 16.25					⁽²⁾ 06/13/2009	Common Stock 5,000
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 7.91					⁽²⁾ 09/27/2009	Common Stock 18,000
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 12.59					⁽²⁾ 11/07/2009	Common Stock 30,000

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Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 12.59	<u>(2)</u>	11/07/2009	Common Stock	30,000
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	15,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 3.7	<u>(3)</u>	07/25/2010	Common Stock	40,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 4.2	<u>(4)</u>	05/21/2011	Common Stock	30,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 4.208	<u>(5)</u>	11/13/2011	Common Stock	40,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 3.9	<u>(6)</u>	04/30/2012	Common Stock	300,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 3.79	<u>(7)</u>	07/29/2012	Common Stock	100,000
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 3.85	<u>(8)</u>	07/28/2013	Common Stock	300,000
	\$ 4.26	<u>(9)</u>	07/27/2016		400,000

Employee
Stock
Option
(Right to
Buy) (1)

Common
Stock

Employee
Stock
Option \$ 5.1 07/31/2007 A 400,000 (11) 07/31/2017
(Right to
Buy) (1)

Common
Stock 400,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MacGowan William N 4150 NETWORK CIRCLE SANTA CLARA, CA 95054			Chief HR Officer & EVP	

Signatures

/s/ William N.
MacGowan 08/02/2007

 **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 8,000 shares beginning on July 25, 2003.
- (4) This option vests and becomes exercisable in five equal annual installments of 6,000 shares beginning on May 21, 2004.
- (5) This option vests and becomes exercisable in five equal annual installments of 8,000 shares beginning on November 13, 2004.
- (6) This option vests and becomes exercisable in five equal annual installments of 60,000 shares beginning on April 30, 2005.
- (7) This option vests and becomes exercisable in five equal annual installments of 20,000 shares beginning on July 29, 2005.
- (8) This option vests and becomes exercisable in five equal annual installments of 60,000 shares beginning on July 28, 2006.
- (9) This option vests and becomes exercisable in five equal annual installments of 80,000 shares beginning on July 27, 2007.
- (10) Includes 16,500 shares of unvested restricted stock.
- (11) This option vests and becomes exercisable in five equal annual installments of 80,000 shares beginning on July 31, 2008.
- (12) Represents performance-based restricted stock units that have vested and are paid out in shares of common stock.
- (13) Represents the surrender of shares to the issuer upon vesting of performance-based restricted stock units to satisfy tax withholding obligations.
- (14) This amount was overstated by 150,000 shares in the Form 4 filed on August 1, 2007 due to the incorrect inclusion of shares representing unvested restricted stock units with performance-based vesting. This amount has been corrected in this filing.

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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