

PLAGA BARRY J
Form 4
February 06, 2006

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 *
PLAGA BARRY J

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)
02/02/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & Corporate Controller

SANTA CLARA, CA 95054

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

(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	02/02/2006		M		28,373	A	\$ 3.02
Common Stock	02/02/2006		M		15,088	A	\$ 3.02
Common Stock	02/02/2006		S		36,161	D	\$ 4.53
Common Stock	02/02/2006		S		7,300	D	\$ 4.54
Common Stock	02/06/2006		G	V	200	D	\$ 0
					25,000		

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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 or Number of Shares
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 4.92					⁽²⁾ 11/06/2011	Common Stock	66,581	
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 4.92					⁽²⁾ 11/06/2011	Common Stock	49,317	
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 2.6					⁽²⁾ 05/13/2012	Common Stock	7,243	
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 3.02	02/02/2006		M	28,373	⁽³⁾ 01/21/2015	Common Stock	113,491	
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 3.02	02/02/2006		M	15,088	⁽⁴⁾ 01/21/2015	Common Stock	60,355	
Employee Stock Option (Right to	\$ 3.9					⁽⁶⁾ 10/27/2013	Common Stock	50,000	

Buy) ⁽⁵⁾

Employee

Stock

Option \$ 4.44

(8)

01/25/2016

Common
Stock

75,000

(Right to

Buy) ⁽⁷⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PLAGA BARRY J 4150 NETWORK CIRCLE SANTA CLARA, CA 95054			VP & Corporate Controller	

Signatures

/s/ Barry J.

Plaga

02/06/2006

 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) Option granted under the SeeBeyond Technology Corporation 1998 Stock Plan.

(2) Immediately.

(3) The remainder of this option vests and becomes exercisable as follows: (i) with respect to 15,089 shares on January 21, 2007; (ii) with respect to 15,089 shares on January 21, 2008; and (iii) with respect to 15,089 shares on January 20, 2009.

(4) The remainder of this option vests and becomes exercisable as follows: (i) with respect to 28,373 shares on January 21, 2007; (ii) with respect to 28,373 shares on January 21, 2008; and (iii) with respect to 28,372 shares on January 20, 2009.

(5) Option granted under the Sun Microsystems, Inc. 1996 Equity Compensation Acquisition Plan.

(6) This option vests and becomes exercisable in five equal annual installments of 10,000 shares beginning on October 3, 2006.

(7) Option granted under the Sun Microsystems, Inc. 1990 Long-Term Equity Incentive Plan.

(8) This option vests and becomes exercisable in five equal annual installments of 15,000 shares beginning on January 25, 2007.

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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