

SUN MICROSYSTEMS, INC.
 Form 4
 July 30, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 07/28/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP, Microelectronics

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	07/28/2008		F ⁽³⁾	201 D \$ 9.94	83,059 ⁽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)

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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. Price or Value 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)	\$ 74.32					(2) 04/18/2009		Common Stock	2,500
Employee Stock Option (Right to Buy)	\$ 65					(2) 06/13/2009		Common Stock	2,500
Employee Stock Option (Right to Buy)	\$ 31.64					(2) 09/27/2009		Common Stock	3,750
Employee Stock Option (Right to Buy)	\$ 50.36					(2) 11/07/2009		Common Stock	6,250
Employee Stock Option (Right to Buy)	\$ 50.36					(2) 11/07/2009		Common Stock	6,250
Employee Stock Option	\$ 36.56					(2) 03/19/2010		Common Stock	50

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(Right to Buy)					
Employee Stock Option (Right to Buy)	\$ 36.56	<u>(2)</u>	03/19/2010	Common Stock	3,750
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

Buy)					
Employee Stock Option (Right to Buy)	\$ 15.4	(2)	07/28/2013	Common Stock	20,750
Employee Stock Option (Right to Buy)	\$ 21.32	(2)	11/02/2014	Common Stock	17,500
Employee Stock Option (Right to Buy)	\$ 26.56	(2)	01/31/2015	Common Stock	13,125
Employee Stock Option (Right to Buy)	\$ 20	(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/ Michael E.
Splain 07/29/2008

**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 562 shares of unvested restricted stock and 77,875 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.
- (3) This represents the surrender of shares to the issuer upon the vesting of time-based restricted stock to satisfy tax withholding obligations.

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.