

MacGowan William N  
Form 4  
August 01, 2008

**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.  
[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)  
07/30/2008

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

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                    | 07/30/2008                           |  | A <sup>(2)</sup>               |   | 12,375  | A  | \$ 0.0007                         |
| Common Stock                    | 07/30/2008                           |  | F <sup>(3)</sup>               |   | 1,107   | D  | \$ 10.63                          |
| Common Stock                    | 07/30/2008                           |  | A <sup>(4)</sup>               |   | 77,000  | A  | \$ 0.0007                         |
|                                 |                                      |  |                                |   |   |  | 48,422                            |
|                                 |                                      |  |                                |   |   |  | 47,315                            |
|                                 |                                      |  |                                |   |   |  | 124,315 <sup>(5)</sup>            |

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

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SEC 1474 (9-02)

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. Fair Value of Derivative Security (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   |                                      |  |                                |   | <u>(1)</u> 04/18/2009                                    |   | Common Stock  | 3,750                      |
| Employee Stock Option (Right to Buy)       | \$ 65  |                                      |  |                                |   | <u>(1)</u> 06/13/2009                                    |   | Common Stock  | 1,250                      |
| Employee Stock Option (Right to Buy)       | \$ 31.64   |                                      |  |                                |   | <u>(1)</u> 09/27/2009                                    |   | Common Stock  | 4,500                      |
| Employee Stock Option (Right to Buy)       | \$ 50.36   |                                      |  |                                |   | <u>(1)</u> 11/07/2009                                    |   | Common Stock  | 7,500                      |
| Employee Stock Option (Right to Buy)       | \$ 50.36   |                                      |  |                                |   | <u>(1)</u> 11/07/2009                                    |   | Common Stock  | 7,500                      |
| Employee Stock Option (Right to Buy)       | \$ 36.56   |                                      |  |                                |   | <u>(1)</u> 03/19/2010                                    |   | Common Stock  | 50                         |

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|  |           |            |            |                 |         |
|--|-----------|------------|------------|-----------------|---------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 36.56  | <u>(1)</u> | 03/19/2010 | Common<br>Stock | 3,750   |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 14.8   | <u>(1)</u> | 07/25/2010 | Common<br>Stock | 10,000  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 16.8   | <u>(1)</u> | 05/21/2011 | Common<br>Stock | 7,500   |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 16.832 | <u>(1)</u> | 11/13/2011 | Common<br>Stock | 10,000  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 15.6   | <u>(1)</u> | 04/30/2012 | Common<br>Stock | 75,000  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 15.16  | <u>(1)</u> | 07/29/2012 | Common<br>Stock | 25,000  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 15.4   | <u>(1)</u> | 07/28/2013 | Common<br>Stock | 75,000  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 17.04  | <u>(1)</u> | 07/27/2016 | Common<br>Stock | 100,000 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 20.4   | <u>(1)</u> | 07/31/2017 | Common<br>Stock | 100,000 |

## Reporting Owners

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

## Signatures

/s/ Craig D. Norris, 08/01/2008  
Attorney-In-Fact

    \*\*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 vests and becomes exercisable in five equal annual installments beginning on the first anniversary of the date of grant.
- (2) This restricted stock unit vests and becomes exercisable as to 25% on the Transaction Date and 25% on each of the second, third and fourth anniversaries of the date of grant.
- (3) This represents the surrender of shares to the issuer upon the vesting of time-based restricted stock units to satisfy tax withholding obligations.
- (4) This restricted stock unit vests and becomes exercisable in four equal annual installments beginning on the first anniversary of the date of grant.
- (5) This includes 2,063 shares of unvested restricted stock and 105,031 shares of unvested restricted stock units.

### Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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.