SUN MICROSYSTEMS, INC.

Form 4

Common

Common

Stock

Stock

November 14, 2007

November 1	4, 2007									
FORM	N 4						OMB AF	PPROVAL		
Washington, D.C. 20549							OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires: January 3: 200 Estimated average burden hours per response 0.				
Form 5 obligations may continue. See Instruction 1(b). 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 l	Responses)									
1. Name and A MCNEALY	Address of Reporting I	Sym				5. Relationship of Issuer	Reporting Pers	son(s) to		
SUN MICROSYSTEMS, INC. [JAVA] (Check				k all applicable)						
(Month/D			te of Earliest Trans th/Day/Year) 2/2007				X Director 10% Owner Officer (give title below) Other (specify below)			
(Street) 4. If Amen				endment, Date Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SANTA CL	ARA, CA 95054					Form filed by M Person	lore than One Re	porting		
(City)	(State)	(Zip)	Table I - Non-Deri	ivative Secu	rities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	if Transaction(A Code (1 ar) (Instr. 8)	(A) or	ed of (D)	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	11/12/2007		Code V A $S_{(11)} = 0$	Amount (D) 0.5 D	Price \$ 10.35	43,299 (1)	D			
Common Stock						73,270	I	Shares held by trust. (2)		

Shares

held by

trust. (2)

Shares

held by

trust. (2)

13,984,120

100,700

I

I

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Common Stock	11/12/2007	S(11)	0.75	D	\$ 15.53	1,887	Ι	See footnote.
Common Stock	11/12/2007	S(11)	0.75	D	\$ 15.53	1,887	I	See footnote.
Common Stock	11/12/2007	S <u>(11)</u>	0.75	D	\$ 15.53	1,887	I	See footnote.
Common Stock	11/12/2007	S(11)	0.75	D	\$ 15.53	1,887	I	See footnote.

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

SEC 1474 (9-02)

> 8. I Der Sec (Ins

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ e	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) (4)	\$ 21.8128					<u>(5)</u>	06/17/2008	Common Stock	800,000	
Employee Stock Option (Right to Buy) (4)	\$ 50.1252					<u>(5)</u>	04/20/2009	Common Stock	100,000	
Employee Stock Option	\$ 160					(5)	04/12/2010	Common Stock	250,000	

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(Right to Buy) (4)					
Employee Stock Option (Right to Buy) (4)	\$ 74.32	(5)	04/18/2011	Common Stock	375,000
Employee Stock Option (Right to Buy) (4)	\$ 50.36	<u>(5)</u>	11/07/2011	Common Stock	312,500
Employee Stock Option (Right to Buy) (4)	\$ 50.36	<u>(5)</u>	11/07/2011	Common Stock	312,500
Employee Stock Option (Right to Buy) (4)	\$ 36.56	<u>(5)</u>	03/19/2012	Common Stock	50
Employee Stock Option (Right to Buy) (4)	\$ 25.8	(5)	05/02/2012	Common Stock	50,000
Employee Stock Option (Right to Buy) (4)	\$ 28.28	(5)	05/14/2012	Common Stock	200,000
Employee Stock Option (Right to Buy) (4)	\$ 14.8	<u>(5)</u>	07/25/2012	Common Stock	250,000
Employee Stock Option (Right to Buy) (4)	\$ 15.4	<u>(6)</u>	07/23/2013	Common Stock	375,000
Employee Stock Option (Right to	\$ 15.16	<u>(7)</u>	07/29/2014	Common Stock	312,500

Buy) (4)					
Employee Stock Option (Right to Buy) (4)	\$ 15.4	(8)	07/28/2015	Common Stock	225,000
Employee Stock Option (Right to Buy) (4)	\$ 19.8	<u>(9)</u>	04/27/2016	Common Stock	525,000
Employee Stock Option (Right to Buy) (4)	\$ 20.4	(10)	07/31/2017	Common Stock	500,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	Director	10% Owner	Officer	Other			
MCNEALY SCOTT G 4150 NETWORK CIRCLE SANTA CLARA, CA 95054	X						

Signatures

/s/ Scott G.
McNealy

**Signature of Reporting Person

Approximate the state of Pate Reporting Person

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 12,500 shares of unvested restricted stock and 25,000 shares of unvested restricted stock units.
- The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 or any other purpose.
- These shares are held in a California Uniform Transfer to Minors Act account for the benefit of the reporting person's child. The reporting person's spouse is custodian of the account. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 or any other purpose.
- (4) This option was granted under the Sun Microsystems, Inc. 1990 Long-Term Equity Incentive Plan.
- (5) Immediately.
- (6) The remainder of this option vests in one annual installment of 75,000 shares on the fifth anniversary of the date of grant.
- (7) The remainder of this option vests in two equal annual installments of 62,500 shares on each of the fourth and fifth anniversaries of the date of grant.

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- (8) The remainder of this option vests in three equal annual installments of 45,000 shares on each of the third, fourth and fifth anniversaries of the date of grant.
- (9) The remainder of this option vests in four equal annual installments of 105,000 shares on each of the second, third, fourth and fifth anniversaries of the date of grant.
- (10) This option vests and becomes exercisable in five equal annual installments of 100,000 shares beginning on July 31, 2008.
- This transaction represents the purchase by Sun Microsystems, Inc. of a fractional share of Common Stock resulting from the company's one-for-four reverse stock split effective November 12, 2007 at a purchase price of \$20.71 per share, which was the average closing price as reported on NASDAQ for the four trading days preceding the effective date.

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.