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STORAGE TECHNOLOGY CORP

Form S-8

July 13, 2001

As filed with the Securities and Exchange Commission on July 13, 2001

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

STORAGE TECHNOLOGY CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

84-0593263
(I.R.S. Employer Identification No.)

One StorageTek Drive
Louisville, Colorado 80028-4309
(Address of principal executive offices) (Zip Code)

AMENDED AND RESTATED
1987 EMPLOYEE STOCK PURCHASE PLAN
(Full title of the Plan)

JEFFREY M. DUMAS
Corporate Vice President General Counsel & Secretary
STORAGE TECHNOLOGY CORPORATION
One StorageTek Drive
Louisville, Colorado 80028-4309
(Name and address of agent for service)
(303) 673-5151
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)
Common Stock, par value \$.10 per share	3,000,000 shares	\$11.13925	\$33,417,750.00

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REGISTRATION STATEMENT ON FORM S-8

PART II. INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

In accordance with General Instruction E to Registration Statement on Form S-8, the contents of the following previously filed Registration Statements on Form S-8 relating to the Storage Technology Corporation Amended and Restated 1987 Employee Stock Purchase Plan, as amended, filed with the Securities and Exchange Commission, are hereby incorporated by reference into this Registration Statement:

1. Registration Statement on Form S-8, File No. 2-80183, filed on August 7, 1987.
2. Registration Statement on Form S-8, File No. 33-32243, filed on March 22, 1989.
3. Registration Statement on Form S-8, File No. 33-42818, filed on September 18, 1991.
4. Registration Statement on Form S-8, File No. 333-08116 filed on September 8, 1994.
5. Registration Statement on Form S-8, File No. 333-08495, filed on July 19, 1996.
6. Registration Statement on Form S-8, File No. 333-53995, filed on June 1, 1998.

Item 8. Exhibits

- 4.1 The Storage Technology Corporation Amended and Restated 1987 Employee Stock Purchase Plan, as amended.
- 5.1 Opinion of Counsel.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Counsel (included in Exhibit 5.1 to this Registration Statement).
- 24.1 Powers of Attorney (included on pages 3 and 4 of this Registration Statement).

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The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Louisville, State of Colorado, on the 13th day of July, 2001.

STORAGE TECHNOLOGY CORPORATION

By:/s/ Patrick J. Martin

 Patrick J. Martin
 President, Chief Executive Officer and
 Chairman of the Board

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, jointly and severally, Robert S. Kocol, Jeffrey M. Dumas and Thomas G. Arnold as his attorney-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ Patrick J. Martin ----- Patrick J. Martin	Chairman of the Board (Director), President and Chief Executive Officer (Principal executive officer)	July 13, 2001
/s/ Robert S. Kocol ----- Robert S. Kocol	Corporate Vice President and Chief Financial Officer (Principal financial officer)	July 13, 2001
/s/ Thomas G. Arnold ----- Thomas G. Arnold	Vice President and Corporate Controller (Principal accounting officer)	July 13, 2001

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Signature -----	Title -----	Date ----
/s/ James R. Adams ----- James R. Adams	Director	July 13, 2001
/s/ William L. Armstrong		

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----- William L. Armstrong	Director	July 13, 2001
/s/ William R. Hoover ----- William R. Hoover	Director	July 13, 2001
/s/ William T. Kerr ----- William T. Kerr	Director	July 13, 2001
/s/ Robert E. LaBlanc ----- Robert E. LaBlanc	Director	July 13, 2001
/s/ Robert E. Lee ----- Robert E. Lee	Director	July 13, 2001
/s/ Richard C. Steadman ----- Richard C. Steadman	Director	July 13, 2001

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EXHIBIT INDEX

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