

MacGowan William N  
 Form 4  
 July 30, 2009

**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)  
 07/28/2009

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

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	07/28/2009		F		734	D	\$ 9.2
					103,008	(2)	D

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. F. Derivative 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)	\$ 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
Employee Stock Option (Right to Buy)	\$ 36.56					<u>(1)</u> 03/19/2010		Common Stock	3,750
Employee Stock Option (Right to Buy)	\$ 14.8					<u>(1)</u> 07/25/2010		Common Stock	10,000

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

## Reporting Owners

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

## Signatures

/s/ Craig D. Norris,  
Attorney-In-Fact

07/28/2009

\_\_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 includes 95,656 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.

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