

SUN MICROSYSTEMS, INC.
 Form 4
 April 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

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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 *
 Grantham Donald C

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)
 04/28/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Global Sales & Services

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 04/28/2008 | | F(1) | 2,255 | \$ 15.52 | D | 28,870 (2) |

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)

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 Der Sec (Ins | |
|-----------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 203.75 | | | | | <u>(4)</u> 10/11/2008 | 10/11/2008 | Common Stock | 7,500 |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 74.32 | | | | | <u>(4)</u> 04/18/2009 | 04/18/2009 | Common Stock | 5,000 |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 65 | | | | | <u>(4)</u> 06/13/2009 | 06/13/2009 | Common Stock | 5,000 |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 31.64 | | | | | <u>(4)</u> 09/27/2009 | 09/27/2009 | Common Stock | 3,750 |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 50.36 | | | | | <u>(4)</u> 11/07/2009 | 11/07/2009 | Common Stock | 5,000 |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 50.36 | | | | | <u>(4)</u> 11/07/2009 | 11/07/2009 | Common Stock | 5,000 |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 36.56 | | | | | <u>(4)</u> 03/19/2010 | 03/19/2010 | Common Stock | 50 |

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| | | | | | |
|-----------------------------------------------------------------|-----------|------------|------------|-----------------|--------|
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 36.56 | <u>(4)</u> | 03/19/2010 | Common Stock | 5,000 |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 36.56 | <u>(4)</u> | 03/19/2010 | Common Stock | 12,500 |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 28.28 | <u>(4)</u> | 05/14/2010 | Common Stock | 12,500 |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 16.8 | <u>(4)</u> | 05/21/2011 | Common Stock | 5,000 |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 16.8 | <u>(4)</u> | 05/21/2011 | Common Stock | 11,250 |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 16.832 | <u>(4)</u> | 11/13/2011 | Common Stock | 12,500 |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 15.76 | <u>(4)</u> | 09/17/2012 | Common Stock | 15,000 |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 16.48 | <u>(4)</u> | 01/27/2013 | Common Stock | 37,500 |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 13.76 | <u>(4)</u> | 04/28/2013 | Common Stock | 62,500 |
| | \$ 15.4 | <u>(4)</u> | 07/28/2013 | | 75,000 |

| | | | | | |
|-----------------------------------------------------------------|---------|------------|------------|-----------------|---------|
| Employee Stock Option (Right to Buy) ⁽³⁾ | | | | Common Stock | |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 19.8 | <u>(4)</u> | 04/27/2016 | Common Stock | 125,000 |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$ 20.4 | <u>(4)</u> | 07/31/2017 | Common Stock | 125,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Grantham Donald C 4150 NETWORK CIRCLE SANTA CLARA, CA 95054 | | | EVP, Global Sales & Services | |

Signatures

/s/ Donald C.
Grantham

04/29/2008

 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 represents the surrender of shares to the issuer upon vesting of restricted stock units to satisfy tax withholding obligations.
- (2) This includes 9,125 shares of unvested restricted stock and 16,500 shares of unvested restricted stock units.
- (3) This option was granted under the Sun Microsystems, Inc. 1990 Long-Term Equity Incentive Plan.
- (4) This option vests and becomes exercisable in five equal annual installments beginning on the first anniversary of the date of grant.

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.