SUN MICROSYSTEMS, INC.

Form 4 July 30, 2008

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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Form 4 or Form 5 obligations may continue.

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

burden hours per response...

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person _ Fowler John F			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			SUN MICROSYSTEMS, INC. [JAVA]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify		
4150 NETWORK CIRCLE			07/27/2008	below) below) EVP, Systems Group		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	Individual or Joint/Group Filing(Check Applicable Line)		

SANTA CLARA, CA 95054

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit our Dispos (Instr. 3, 4	ed of (4 and 5 (A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/27/2008		Code V A(2)	Amount 28,125	or (D)	Price \$ 0.0007	(Instr. 3 and 4) 62,036	D	
Common Stock	07/27/2008		F(3)	3,352	D	\$ 10.43	58,684	D	
Common Stock	07/28/2008		F(3)	735	D	\$ 9.94	57,949 (4)	D	
Common Stock							2,458	I	Shares held by wife.

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

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SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				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	2,000
Employee Stock Option (Right to Buy)	\$ 31.64					<u>(1)</u>	09/27/2009	Common Stock	2,500
Employee Stock Option (Right to Buy)	\$ 50.36					<u>(1)</u>	11/07/2009	Common Stock	6,250
Employee Stock Option (Right to Buy)	\$ 50.36					<u>(1)</u>	11/07/2009	Common Stock	6,250
Employee Stock Option (Right to Buy)	\$ 36.56					<u>(1)</u>	03/19/2010	Common Stock	50
Employee Stock Option	\$ 36.56					<u>(1)</u>	03/19/2010	Common Stock	1,250

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(Right to Buy)					
Employee Stock Option (Right to Buy)	\$ 14.8	<u>(1)</u>	07/25/2010	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 14.8	<u>(1)</u>	07/25/2010	Common Stock	6,720
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	6,250
Employee Stock Option (Right to Buy)	\$ 15.16	<u>(1)</u>	07/29/2012	Common Stock	75,000
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>	07/27/2014	Common Stock	125,000
Employee Stock Option (Right to Buy)	\$ 20.4	<u>(1)</u>	07/31/2015	Common Stock	106,250
Employee Stock Option (Right to	\$ 74.32	<u>(1)</u>	04/18/2009	Common Stock	375

Buy)					
Employee Stock Option (Right to Buy)	\$ 36.56	<u>(1)</u>	03/19/2010	Common Stock	50
Employee Stock Option (Right to Buy)	\$ 14.8	<u>(1)</u>	07/25/2010	Common Stock	750
Employee Stock Option (Right to Buy)	\$ 15.76	<u>(1)</u>	09/17/2012	Common Stock	750

Reporting Owners

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
Fowler John F							
4150 NETWORK CIRCLE			EVP, Systems Group				
SANTA CLARA, CA 95054							

Signatures

/s/ John F.
Fowler

**Signature of Reporting Person

O7/29/2008

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.
- This includes performance-based restricted stock units in which the award criteria was satisfied in 2007. Upon satisfaction of the award criteria, 25% of the underlying shares vested immediately and 25% of the underlying shares shall vest on each anniversary of the date of grant thereafter. The reporting person's Form 4 filed in connection with the initial vesting of this performance-based restricted stock unit award did not include the report of the unvested portion, which is now being reported.
- (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 includes 2,063 shares of unvested restricted stock and 18,750 shares of unvested restricted stock units.

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