

SUN MICROSYSTEMS, INC.
 Form 4
 August 02, 2007

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 *
BENSON JON H

2. Issuer Name and Ticker or Trading Symbol
**SUN MICROSYSTEMS, INC.
 [SUNW]**

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)
07/31/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President, Storage

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)
Common Stock				(A) or (D) Price	173,619 ⁽¹⁾	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 2.35					<u>(6)</u>	02/14/2012	Common Stock	11,624
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 2.17					<u>(6)</u>	02/09/2013	Common Stock	88,301
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 2.85					<u>(6)</u>	02/01/2014	Common Stock	139,411
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 3.13					<u>(6)</u>	02/07/2015	Common Stock	250,181
Employee Stock Option (Right to Buy) ⁽⁴⁾	\$ 3.9					<u>(7)</u>	10/26/2013	Common Stock	100,000
Employee Stock Option (Right to Buy) ⁽⁵⁾	\$ 5.33					<u>(8)</u>	11/01/2014	Common Stock	20,700
Employee Stock Option (Right to Buy) ⁽⁵⁾	\$ 5.27					<u>(9)</u>	04/24/2015	Common Stock	150,000
Employee Stock Option	\$ 5.1	07/31/2007		A	150,000	<u>(10)</u>	07/31/2017	Common Stock	150,000

(Right to Buy) (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENSON JON H 4150 NETWORK CIRCLE SANTA CLARA, CA 95054			Senior Vice President, Storage	

Signatures

/s/ Jon H.
Benson

08/01/2007

 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 includes 130,250 shares of unvested restricted stock.
- (2) This option was granted under the Storage Technology Corporation 1995 Equity Participation Plan, as Amended.
- (3) This option was granted under the Storage Technology Corporation 2001 Leveraged Equity Acquisition Program (LEAP) under the Amended and Restated 1995 Equity Participation Plan.
- (4) This option was granted under the 1996 Equity Compensation Acquisition Plan.
- (5) This option was granted under the Sun Microsystems, Inc. 1990 Long-Term Equity Incentive Plan.
- (6) Immediately.
- (7) This option vests and becomes exercisable in five equal annual installments of 20,000 shares beginning on August 31, 2006.
- (8) This option vests and becomes exercisable in five equal annual installments of 4,140 shares beginning on November 2, 2007.
- (9) This option vests and becomes exercisable in five equal annual installments of 30,000 shares beginning on April 25, 2008.
- (10) This option vests and becomes exercisable in five equal annual installments of 30,000 shares beginning on July 31, 2008.

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.