

SCHWARTZ JONATHAN I
Form 4
August 03, 2009

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 *
SCHWARTZ JONATHAN I

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)
07/30/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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 | 07/30/2009 | | F | V | 37,488 \$ 9.23 | D | 906,364 ⁽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) | 8. F Der Sec (Ins | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 160 | | | | | <u>(2)</u> | 04/12/2010 | Common Stock | 17,500 |
| Employee Stock Option | \$ 180.1252 | | | | | <u>(2)</u> | 06/13/2010 | Common Stock | 7,500 |
| Employee Stock Option | \$ 74.32 | | | | | <u>(2)</u> | 04/18/2011 | Common Stock | 50,000 |
| Employee Stock Option | \$ 50.36 | | | | | <u>(2)</u> | 11/07/2011 | Common Stock | 18,750 |
| Employee Stock Option | \$ 50.36 | | | | | <u>(2)</u> | 11/07/2011 | Common Stock | 18,750 |
| Employee Stock Option | \$ 36.56 | | | | | <u>(2)</u> | 03/19/2012 | Common Stock | 50 |
| Employee Stock Option | \$ 25.8 | | | | | <u>(2)</u> | 05/02/2012 | Common Stock | 50,000 |
| Employee Stock Option | \$ 14.8 | | | | | <u>(2)</u> | 07/25/2012 | Common Stock | 75,000 |
| Employee Stock Option | \$ 15.4 | | | | | <u>(2)</u> | 07/23/2013 | Common Stock | 125,000 |
| Employee Stock Option | \$ 15.6 | | | | | <u>(2)</u> | 04/30/2014 | Common Stock | 250,000 |
| Employee Stock Option | \$ 15.16 | | | | | <u>(2)</u> | 07/29/2014 | Common Stock | 200,000 |

(Right to Buy)

Employee Stock

Option \$ 15.4

(Right to Buy)

(2)

07/28/2015

Common Stock

225,000

Employee Stock

Option \$ 19.8

(Right to Buy)

(2)

04/27/2016

Common Stock

500,000

Employee Stock

Option \$ 20.4

(Right to Buy)

(2)

07/31/2017

Common Stock

500,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHWARTZ JONATHAN I 4150 NETWORK CIRCLE SANTA CLARA, CA 95054 | X | | President and CEO | |

Signatures

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

07/30/2009

**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 includes 313,775 shares of unvested restricted stock units.

(2) This option vests and becomes exercisable in five equal annual installments beginning on the first anniversary of the date of grant.

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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