SUN MICROSYSTEMS, INC.
Form 4
July 30, 2008

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fowler John F

(Last) (First) (Middle)

4150 NETWORK CIRCLE

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP, Systems Group

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/27/2008		A(2)		28,125	A	$ 0.0007	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)

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. 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. P Der Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	$ 74.32							(1)	04/18/2009	Common Stock	2,000	
Employee Stock Option (Right to Buy)	$ 31.64							(1)	09/27/2009	Common Stock	2,500	
Employee Stock Option (Right to Buy)	$ 50.36							(1)	11/07/2009	Common Stock	6,250	
Employee Stock Option (Right to Buy)	$ 50.36							(1)	11/07/2009	Common Stock	6,250	
Employee Stock Option (Right to Buy)	$ 36.56							(1)	03/19/2010	Common Stock	50	
Employee Stock Option	$ 36.56							(1)	03/19/2010	Common Stock	1,250	

(Right to Buy)						
Employee Stock Option (Right to Buy)	$ 14.8		(1)	07/25/2010	Common Stock	2,000
Employee Stock Option (Right to Buy)	$ 14.8		(1)	07/25/2010	Common Stock	6,720
Employee Stock Option (Right to Buy)	$ 16.8		(1)	05/21/2011	Common Stock	7,500
Employee Stock Option (Right to Buy)	$ 16.832		(1)	11/13/2011	Common Stock	6,250
Employee Stock Option (Right to Buy)	$ 15.16		(1)	07/29/2012	Common Stock	75,000
Employee Stock Option (Right to Buy)	$ 15.4		(1)	07/28/2013	Common Stock	75,000
Employee Stock Option (Right to Buy)	$ 17.04		(1)	07/27/2014	Common Stock	125,000
Employee Stock Option (Right to Buy)	$ 20.4		(1)	07/31/2015	Common Stock	106,250
Employee Stock Option (Right to	$ 74.32		(1)	04/18/2009	Common Stock	375

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

Reporting Owners

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

Signatures

/s/ John F. Fowler	07/29/2008
**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 option vests and becomes exercisable in five equal annual installments beginning on the first anniversary of the date of grant.

(2) 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.

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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