

SUN MICROSYSTEMS, INC.
 Form 4
 January 31, 2007

FORM 4

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

OMB APPROVAL

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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.
 [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)
 01/29/2007

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 | 01/29/2007 | | F | 60,759 | D | \$ 6.33 | 2,584,933 ⁽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. D S (I) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) ⁽²⁾ | \$ 14.6094 | | | | | <u>(3)</u> | 06/16/2007 | Common Stock | 80,000 |
| Employee Stock Option ⁽²⁾ | \$ 17 | | | | | <u>(3)</u> | 08/11/2007 | Common Stock | 140,000 |
| Employee Stock Option ⁽²⁾ | \$ 36.7188 | | | | | <u>(3)</u> | 12/15/2007 | Common Stock | 120,000 |
| Employee Stock Option ⁽²⁾ | \$ 40 | | | | | <u>(3)</u> | 04/12/2010 | Common Stock | 70,000 |
| Employee Stock Option ⁽²⁾ | \$ 45.0313 | | | | | <u>(3)</u> | 06/13/2010 | Common Stock | 30,000 |
| Employee Stock Option ⁽²⁾ | \$ 18.58 | | | | | <u>(3)</u> | 04/18/2011 | Common Stock | 200,000 |
| Employee Stock Option ⁽²⁾ | \$ 12.59 | | | | | <u>(3)</u> | 11/07/2011 | Common Stock | 75,000 |
| Employee Stock Option ⁽²⁾ | \$ 12.59 | | | | | <u>(3)</u> | 11/07/2011 | Common Stock | 75,000 |
| Employee Stock Option ⁽²⁾ | \$ 9.14 | | | | | <u>(3)</u> | 03/19/2012 | Common Stock | 200 |
| Employee Stock Option ⁽²⁾ | \$ 6.45 | | | | | <u>(3)</u> | 05/02/2012 | Common Stock | 200,000 |
| | \$ 3.7 | | | | | <u>(4)</u> | 07/25/2012 | | 300,000 |

| | | | | | |
|---|---------|----------------|------------|-----------------|-----------|
| Employee Stock Option ⁽²⁾ | | | | Common Stock | |
| Employee Stock Option ⁽²⁾ | \$ 3.85 | ⁽⁵⁾ | 07/23/2013 | Common Stock | 500,000 |
| Employee Stock Option ⁽²⁾ | \$ 3.9 | ⁽⁶⁾ | 04/30/2014 | Common Stock | 1,000,000 |
| Employee Stock Option (Right to Buy) ⁽²⁾ | \$ 3.79 | ⁽⁷⁾ | 07/29/2014 | Common Stock | 800,000 |
| Employee Stock Option (Right to Buy) ⁽²⁾ | \$ 3.85 | ⁽⁸⁾ | 07/28/2015 | Common Stock | 900,000 |
| Employee Stock Option (Right to Buy) ⁽²⁾ | \$ 4.95 | ⁽⁹⁾ | 04/27/2016 | Common Stock | 2,000,000 |

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/ Jonathan I. Schwartz 01/30/2007

^{**}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) Includes 1,575,000 shares of unvested restricted stock.
- (2) This option was granted under the Sun Microsystems, Inc. 1990 Long-Term Equity Incentive Plan.
- (3) Immediately.

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- (4) This option vests and becomes exercisable in five equal annual installments of 60,000 shares beginning on July 25, 2003.
- (5) This option vests and becomes exercisable in five equal annual installments of 100,000 shares beginning on July 23, 2004.
- (6) This option vests and becomes exercisable in five equal annual installments of 200,000 shares beginning on April 30, 2005.
- (7) This option vests and becomes exercisable in five equal annual installments of 160,000 shares beginning on July 29, 2005.
- (8) This option vests and becomes exercisable in five equal annual installments of 180,000 shares beginning on July 28, 2006.
- (9) This option vests and becomes exercisable in five equal annual installments of 400,000 shares beginning on April 27, 2007.

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.