

MCNEALY SCOTT G
Form 4
July 30, 2009

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 *
MCNEALY SCOTT G

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)

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2009

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

4150 NETWORK CIRCLE

(Street)

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

SANTA CLARA, CA 95054

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 07/28/2009 | | G | V 1,350,000 D \$ 0 | 73,270 | I | Shares held by trust. ⁽²⁾ |
| Common Stock | 07/28/2009 | | G | V 1,350,000 A \$ 0 | 1,350,000 | I | Shares held by GRAT. ⁽¹⁾ |
| Common Stock | 07/28/2009 | | S ⁽⁸⁾ | 6,250 D \$ 9.2292 | 310,197 ⁽⁹⁾ | D | |
| Common Stock | | | | | 11,262,816 ⁽⁶⁾ | I | Shares held by |

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| | | | | | | | |
|--------------|--|--|--|--|-----------|---|---|
| Common Stock | | | | | 100,700 | I | trust. ⁽²⁾ Shares held by trust. ⁽²⁾ |
| Common Stock | | | | | 1,887 | I | See footnote. ⁽³⁾ |
| Common Stock | | | | | 1,887 | I | See footnote. ⁽³⁾ |
| Common Stock | | | | | 1,887 | I | See footnote. ⁽³⁾ |
| Common Stock | | | | | 1,887 | I | See footnote. ⁽³⁾ |
| Common Stock | | | | | 525 | I | See footnote. ⁽⁵⁾ |
| Common Stock | | | | | 525 | I | See footnote. ⁽⁵⁾ |
| Common Stock | | | | | 525 | I | See footnote. ⁽⁵⁾ |
| Common Stock | | | | | 525 | I | See footnote. ⁽⁵⁾ |
| Common Stock | | | | | 1,350,000 | I | Shares held by GRAT. ⁽⁷⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. F. Derivative Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|--|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|---|--|

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| Derivative Security | | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|----------|---|-----------|------------------|-----------------|--------------|----------------------------|
| | | Code | V (A) (D) | | | | |
| Employee Stock Option (Right to Buy) | \$ 160 | | | (4) | 04/12/2010 | Common Stock | 250,000 |
| Employee Stock Option (Right to Buy) | \$ 74.32 | | | (4) | 04/18/2011 | Common Stock | 375,000 |
| Employee Stock Option (Right to Buy) | \$ 50.36 | | | (4) | 11/07/2011 | Common Stock | 312,500 |
| Employee Stock Option (Right to Buy) | \$ 50.36 | | | (4) | 11/07/2011 | Common Stock | 312,500 |
| Employee Stock Option (Right to Buy) | \$ 36.56 | | | (4) | 03/19/2012 | Common Stock | 50 |
| Employee Stock Option (Right to Buy) | \$ 25.8 | | | (4) | 05/02/2012 | Common Stock | 50,000 |
| Employee Stock Option (Right to Buy) | \$ 28.28 | | | (4) | 05/14/2012 | Common Stock | 200,000 |
| Employee Stock Option | \$ 14.8 | | | (4) | 07/25/2012 | Common Stock | 250,000 |

| | | | | | |
|--------------------------------------|----------|-----|------------|--------------|---------|
| (Right to Buy) | | | | | |
| Employee Stock Option (Right to Buy) | \$ 15.4 | (4) | 07/23/2013 | Common Stock | 375,000 |
| Employee Stock Option (Right to Buy) | \$ 15.16 | (4) | 07/29/2014 | Common Stock | 312,500 |
| Employee Stock Option (Right to Buy) | \$ 15.4 | (4) | 07/28/2015 | Common Stock | 225,000 |
| Employee Stock Option (Right to Buy) | \$ 19.8 | (4) | 04/27/2016 | Common Stock | 525,000 |
| Employee Stock Option (Right to Buy) | \$ 20.4 | (4) | 07/31/2017 | Common Stock | 500,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCNEALY SCOTT G 4150 NETWORK CIRCLE SANTA CLARA, CA 95054 | | X | | |

Signatures

/s/ Scott G.
McNealy

07/28/2009

**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)

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These shares are held in a grantor retained annuity trust. The reporting person's spouse is the trustee of this trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 or any other purpose.

- (2) The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 or any other purpose.

These shares are held in a California Uniform Transfer to Minors Act account for the benefit of the reporting person's child. The reporting person's spouse is custodian of the account. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 or any other purpose.

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

These shares are held in a trust for the benefit of the reporting person's child. The reporting person and the reporting person's spouse are co-trustees of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 or any other purpose.

- (5) Since the reporting person's last report, an aggregate of 2,700,000 shares previously owned indirectly have been contributed to a family trust and a grantor retained annuity trust.

These shares are held in a grantor retained annuity trust. The reporting person is the trustee of this trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 or any other purpose.

- (6) These sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 7, 2006. The sales prices for these transactions ranged from \$9.22 to \$9.24. The issuer will provide full information regarding the number of shares sold at each separate price upon request by the Commission staff.

- (7) This includes (i) 277,425 shares of unvested restricted stock units and (ii) 2,777 shares acquired under the issuer's employee stock purchase plan on May 15, 2009.

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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