PAPADOPOULOS GREGORY M

Form 4

January 27, 2010

FORM 4

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

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 * PAPADOPOULOS GREGORY M	2. Issuer Name **and** Ticker or Trading Symbol SUN MICROSYSTEMS, INC. [JAVA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) EVP, R&D & CTO
(Last) (First) (Middle) **4150 NETWORK CIRCLE**	3. Date of Earliest Transaction (Month/Day/Year) 01/26/2010	
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/26/2010		D		4,205	D	(1)	91,281 (2)	D	
Common Stock	01/26/2010		D		91,281 (2)	D	(3)	0	D	

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

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Employee Stock Option (right to buy)	$ 25.8	01/26/2010		D			31,743	(4)	05/02/2012	Common Stock	31,743
Employee Stock Option (right to buy)	$ 15.4	01/26/2010		D			99,788	(4)	07/23/2013	Common Stock	99,788
Employee Stock Option (right to buy)	$ 160	01/26/2010		D			12,919	(4)	04/12/2010	Common Stock	12,919
Employee Stock Option (right to buy)	$ 15.4	01/26/2010		D			75,000	(6)	07/28/2015	Common Stock	75,000
Employee Stock Option (right to buy)	$ 15.16	01/26/2010		D			100,000	(4)	07/29/2014	Common Stock	100,000
Employee Stock Option (right to buy)	$ 36.56	01/26/2010		D			31	(4)	03/19/2010	Common Stock	31
Employee Stock Option (right to buy)	$ 17.04	01/26/2010		D			125,000	(7)	07/27/2016	Common Stock	125,000

Employee Stock Option (right to buy)	$ 74.32	01/26/2010		D	27,921	(4)	04/18/2011	Common Stock	27,921
Employee Stock Option (right to buy)	$ 50.36	01/26/2010		D	20,998	(4)	11/07/2011	Common Stock	20,998
Employee Stock Option (right to buy)	$ 14.8	01/26/2010		D	9,886	(4)	07/25/2012	Common Stock	9,886
Employee Stock Option (right to buy)	$ 20.4	01/26/2010		D	112,500	(8)	07/31/2017	Common Stock	112,50

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAPADOPOULOS GREGORY M 4150 NETWORK CIRCLE SANTA CLARA, CA 95054			EVP, R&D & CTO	

Signatures

/s/ Craig D. Norris, attorney-in-fact	01/26/2010
**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) Pursuant to the Merger Agreement between the Issuer and Oracle Corporation dated April 19, 2009 (the "Merger Agreement"), each share of JAVA common stock will be exchanged for $9.50 in cash.

(2) Shares are represented by restricted stock units.

(3) Pursuant to the Merger Agreement, each restricted stock unit will be assumed by Oracle and converted into a restricted stock unit for 0.3849 shares of Oracle common stock.

(4) The option is fully vested.

(5) Pursuant to the Merger Agreement, each option to purchase shares of JAVA common stock will be assumed by Oracle and converted into an option to purchase a number of shares of Oracle common stock equal to the number of shares of JAVA common stock subject to the option multiplied by 0.3849, rounded down to the nearest whole share. The exercise price per share for the assumed option will equal the

JAVA per share exercise price divided by 0.3849.

(6) The option vests in five equal annual installments beginning on July 28, 2006.

(7) The option vests in five equal annual installments beginning on July 27, 2007.

(8) The option vests in five equal annual installments 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.

Explanation of Responses: 4