

Sutphin Brian Joseph
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sutphin Brian Joseph

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)
01/26/2010

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, Corporate Dev. & Alliance

SANTA CLARA, CA 95054

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/26/2010		D		34,531	D	<u>(1)</u> 66,130 <u>(2)</u>
Common Stock	01/26/2010		D		66,130 <u>(2)</u>	D	<u>(3)</u> 0

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

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SEC 1474
(9-02)

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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 Number Shares
Employee Stock Option (right to buy)	\$ 36.56	01/26/2010		D			2,550	<u>(4)</u>	03/19/2010	Common Stock	2,550
Employee Stock Option (right to buy)	\$ 14.8	01/26/2010		D			750	<u>(4)</u>	07/25/2010	Common Stock	750
Employee Stock Option (right to buy)	\$ 16.8	01/26/2010		D			1,150	<u>(4)</u>	05/21/2011	Common Stock	1,150
Employee Stock Option (right to buy)	\$ 16.832	01/26/2010		D			3,500	<u>(4)</u>	11/13/2011	Common Stock	3,500
Employee Stock Option (right to buy)	\$ 15.16	01/26/2010		D			45,000	<u>(4)</u>	07/29/2012	Common Stock	45,000
Employee Stock Option (right to buy)	\$ 15.4	01/26/2010		D			60,000	<u>(4)</u>	07/28/2013	Common Stock	60,000
Employee Stock Option (right to buy)	\$ 17.04	01/26/2010		D			85,000	<u>(6)</u>	07/27/2014	Common Stock	85,000

Employee

Stock

Option
(right to
buy)

\$ 20.4

01/26/2010

D

100,000

(7)

07/31/2015

Common
Stock

100,00

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sutphin Brian Joseph 4150 NETWORK CIRCLE SANTA CLARA, CA 95054	EVP, Corporate Dev. & Alliance

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 between the Issuer and Oracle Corporation dated April 19, 2009 (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.
- 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.
- (5)
- (6) The option vests in five equal annual installments beginning on July 27, 2007.
- (7) 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.

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