

SUN MICROSYSTEMS INC

Form 4

November 12, 2004

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
OSHMAN M KENNETH

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)

SANTA CLARA, CA 95054

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2004

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

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| | | | | (A) or (D) | | | |
| | | | | Code V Amount | Price | | |
| Common Stock | | | | | 2,232,200 | D | |

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
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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) | |
| Director Stock Option (Right to Buy) <u>(1)</u> | \$ 50.1563 | | | | | <u>(2)</u> | 11/08/2005 | Common Stock 20,000 |
| Director Stock Option (Right to Buy) <u>(1)</u> | \$ 12.59 | | | | | <u>(3)</u> | 11/07/2006 | Common Stock 10,000 |
| Director Stock Option (Right to Buy) <u>(1)</u> | \$ 3.4 | | | | | <u>(4)</u> | 11/07/2007 | Common Stock 10,000 |
| Director Stock Option (Right to Buy) <u>(1)</u> | \$ 4.208 | | | | | <u>(5)</u> | 11/13/2008 | Common Stock 10,000 |
| Director Stock Option (Right to Buy) <u>(1)</u> | \$ 4.6 | 11/10/2004 | | A | 10,000 | <u>(6)</u> | 11/10/2009 | Common Stock 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OSHMANN KENNETH M 4150 NETWORK CIRCLE SANTA CLARA, CA 95054 | X | | | |

Signatures

/s/ M. Kenneth
Oshman

11/10/2004

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) Option granted under Sun Microsystems, Inc. 1988 Director's Stock Option Plan.

(2) Shares vested and became exercisable in four equal annual installments of 5,000 shares beginning November 7, 2001.

(3) A total of 7,500 shares are fully vested and exercisable with the remaining 2,500 shares becoming exercisable with the fourth of four equal annual installments on October 26, 2005.

(4) A total of 5,000 shares are fully vested and exercisable with the remaining 5,000 shares becoming exercisable in two equal annual installments of 2,500 shares on October 26, 2005 and November 2, 2006.

A total of 2,500 shares are fully vested and exercisable with the remaining shares becoming exercisable in three equal annual installments of 2,500 shares on October 26, 2005, November 2, 2006 and the earlier of November 13, 2007 or the date of the 2007 annual shareholders meeting.

(6) Shares vest and become exercisable in four equal annual installments of 2,500 shares as follows: first anniversary- October 26, 2005; second anniversary- November 2, 2006; third anniversary will be the earlier of November 10, 2007 or the date of the 2007 annual shareholders meeting; and fourth anniversary will be the earlier of November 10, 2008 or the date of the 2008 annual shareholders meeting.

(7) The price of the derivative security will be determined at a future date.

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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