SUN MICROSYSTEMS, INC.

Form 4

November 03, 2006

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** Washington, D.C. 20549 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2005 Estimated average burden hours per response... 0.5

Expires:

**OMB APPROVAL** 

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

BENNETT STEPHEN M

Symbol

(Check all applicable)

SUN MICROSYSTEMS, INC. [SUNW]

(Last)

(Middle)

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Instr. 8)

X\_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year)

(Month/Day/Year)

11/02/2006

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

below)

SANTA CLARA, CA 95054

4150 NETWORK CIRCLE

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

or Code V Amount (D) Price

(Instr. 3, 4 and 5)

(Instr. 3 and 4)

Common Stock

50,000

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day,	ate	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy) (1)	\$ 4.28					(2)	06/24/2009	Common Stock	20,000
Director Stock Option (Right to Buy) (1)	\$ 3.9					(3)	10/27/2010	Common Stock	10,000
Director Stock Option (Right to Buy) (1)	\$ 5.33	11/02/2006		A	10,000	<u>(4)</u>	11/02/2011	Common Stock	10,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BENNETT STEPHEN M 4150 NETWORK CIRCLE SANTA CLARA, CA 95054	X					

## **Signatures**

/s/ Stephen M.
Bennett

\*\*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) This option was granted under Sun Microsystems, Inc. 1988 Directors' Stock Option Plan.
- (2) This option vests in four equal annual installments of 2,500 shares beginning on June 24, 2005 or the date of Sun's 2005 Annual Meeting of Stockholders, whichever is earlier.

Reporting Owners 2

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- (3) This option vests in four equal annual installments of 2,500 shares beginning on October 27, 2006 or the date of Sun's 2006 Annual Meeting of Stockholders, whichever is earlier.
- (4) This option vests in four equal annual installments of 2,500 shares beginning on November 2, 2007 or the date of Sun's 2007 Annual Meeting of Stockholders, whichever is earlier.

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.