

COUSIN PIERRE  
Form 4  
September 02, 2005

**FORM 4**

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

OMB APPROVAL

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**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 \*  
COUSIN PIERRE

2. Issuer Name and Ticker or Trading Symbol  
STORAGE TECHNOLOGY CORP  
[STK]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
ONE STORAGETEK DRIVE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/31/2005

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
CVP, RD&E

LOUISVILLE, CO 80028  
  
(City) (State) (Zip)

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

**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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price  |
| Common Stock                    | 08/31/2005                           |  | D                              |   | 93,811.99   | D  | \$ 37<br>(1) 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)

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to buy)               | \$ 12.938  | 08/31/2005                           |  | D                              | 19,900  | <u>(2)</u> (3) 02/04/2010                                | Common Stock  | 19,900                        |
| Stock Options (Right to buy)               | \$ 22.03   | 08/31/2005                           |  | D                              | 66,000  | <u>(4)</u> (2) 02/10/2013                                | Common Stock  | 66,000                        |
| Stock Options (Right to buy)               | \$ 22.063  | 08/31/2005                           |  | D                              | 12,947  | <u>(5)</u> (2) 07/28/2009                                | Common Stock  | 12,947                        |
| Stock Options (Right to buy)               | \$ 29  | 08/31/2005                           |  | D                              | 68,750  | <u>(4)</u> (2) 02/02/2014                                | Common Stock  | 68,750                        |
| Stock Options (Right to buy)               | \$ 30.25   | 08/31/2005                           |  | D                              | 4,000   | <u>(2)</u> (6) 11/12/2007                                | Common Stock  | 4,000                         |
| Stock Options (Right to buy)               | \$ 30.313  | 08/31/2005                           |  | D                              | 5,000   | <u>(2)</u> (6) 02/05/2008                                | Common Stock  | 5,000                         |
| Stock Options (Right to buy)               | \$ 31.79   | 08/31/2005                           |  | D                              | 29,312  | <u>(2)</u> (7) 02/08/2015                                | Common Stock  | 29,312                        |
| Stock Options (Right to buy)               | \$ 37.0625   | 08/31/2005                           |  | D                              | 5,410   | <u>(2)</u> (6) 02/05/2009                                | Common Stock  | 5,410                         |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| COUSIN PIERRE<br>ONE STORAGETEK DRIVE<br>LOUISVILLE, CO 80028 |               |           | CVP, RD&E |       |

## Signatures

Donald H. Kronenberg,  
Attorney-in-Fact

09/02/2005

\_\_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).

(4) One-fourth of the option shares vest on each of the first four anniversaries of the date of grant.

(5) 10,021 option shares vested on 7/28/2000; 10,021 option shares vested on 7/28/2001; 10,021 option shares vested on 7/28/2002 and 12,884 option shares will vest on 7/28/2005.

Notwithstanding the original option vesting schedule cited in other footnotes to this form, all unvested shares were accelerated at the effective time of the merger. This option was assumed by Sun Microsystems in the merger and replaced with an option to purchase a number of Sun shares determined by multiplying 10.1788 (the "Option Ratio") by the number of underlying Storage Technology option shares and rounding down to the nearest whole number. The per share exercise price for the replacement option has been adjusted to a price determined by dividing the per share exercise price of the Storage Technology option by 10.1788, the Option Ratio, and rounding up to the nearest whole cent.

(1) Disposed of pursuant to merger agreement between Storage Technology Corporation and Sun Microsystems in exchange for a cash consideration of \$37.00 per share on the effective date of the merger.

(6) All options currently exercisable

(3) 17,500 option shares vested on 2/4/2001; 17,500 option shares vested on 2/4/2002; 25,000 option shares vested on 2/4/2003; and 15,000 option shares will vest on 2/4/2006.

(7) All shares in this award will vest four years from the date of grant, except that the vesting of one-fourth of the shares in the award may be accelerated on each of the first, second and third anniversaries of the date of grant if StorageTek meets predetermined performance criteria, set by the Human Resources and Compensation Committee of the Board of Directors.

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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