

SUN MICROSYSTEMS, INC.
 Form 4
 April 30, 2008

FORM 4

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

OMB APPROVAL

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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 *
 Grantham Donald C

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)
 04/28/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Global Sales & Services

SANTA CLARA, CA 95054
 (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 (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/28/2008		F(1)	2,255 D	\$ 15.52	28,870 (2)	D

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. F Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 203.75					<u>(4)</u> 10/11/2008		Common Stock	7,500
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 74.32					<u>(4)</u> 04/18/2009		Common Stock	5,000
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 65					<u>(4)</u> 06/13/2009		Common Stock	5,000
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 31.64					<u>(4)</u> 09/27/2009		Common Stock	3,750
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 50.36					<u>(4)</u> 11/07/2009		Common Stock	5,000
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 50.36					<u>(4)</u> 11/07/2009		Common Stock	5,000
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 36.56					<u>(4)</u> 03/19/2010		Common Stock	50

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Employee Stock Option (Right to Buy) ⁽³⁾	\$ 36.56	<u>(4)</u>	03/19/2010	Common Stock	5,000
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 36.56	<u>(4)</u>	03/19/2010	Common Stock	12,500
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 28.28	<u>(4)</u>	05/14/2010	Common Stock	12,500
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 16.8	<u>(4)</u>	05/21/2011	Common Stock	5,000
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 16.8	<u>(4)</u>	05/21/2011	Common Stock	11,250
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 16.832	<u>(4)</u>	11/13/2011	Common Stock	12,500
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 15.76	<u>(4)</u>	09/17/2012	Common Stock	15,000
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 16.48	<u>(4)</u>	01/27/2013	Common Stock	37,500
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 13.76	<u>(4)</u>	04/28/2013	Common Stock	62,500
	\$ 15.4	<u>(4)</u>	07/28/2013		75,000

Employee Stock Option (Right to Buy) ⁽³⁾				Common Stock	
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 19.8	<u>(4)</u>	04/27/2016	Common Stock	125,000
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 20.4	<u>(4)</u>	07/31/2017	Common Stock	125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grantham Donald C 4150 NETWORK CIRCLE SANTA CLARA, CA 95054			EVP, Global Sales & Services	

Signatures

/s/ Donald C.
Grantham

04/29/2008

 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 represents the surrender of shares to the issuer upon vesting of restricted stock units to satisfy tax withholding obligations.
- (2) This includes 9,125 shares of unvested restricted stock and 16,500 shares of unvested restricted stock units.
- (3) This option was granted under the Sun Microsystems, Inc. 1990 Long-Term Equity Incentive Plan.
- (4) This option vests and becomes exercisable in five equal annual installments beginning on the first anniversary of the date of grant.

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.