

SUN MICROSYSTEMS, INC.
 Form 4
 February 26, 2008

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 *
BARKSDALE JAMES L

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2008

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

4150 NETWORK CIRCLE

(Street)

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

SANTA CLARA, CA 95054

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 237,929 ⁽¹⁾ | D | |
| Common Stock | 02/22/2008 | | S | 1,000 D \$ 17.29 | 600 | I | See footnote. ⁽²⁾ |

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) | 8. Price of Derivative Security (Instr. 5) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Director Stock Option (Right to Buy) ⁽³⁾ | \$ 16.832 | | | | | <u>(4)</u> | 11/13/2008 | Common Stock | 2,500 |
| Director Stock Option (Right to Buy) ⁽³⁾ | \$ 18.4 | | | | | <u>(5)</u> | 11/10/2009 | Common Stock | 2,500 |
| Director Stock Option (Right to Buy) ⁽³⁾ | \$ 15.6 | | | | | <u>(6)</u> | 10/27/2010 | Common Stock | 2,500 |
| Director Stock Option (Right to Buy) ⁽³⁾ | \$ 21.32 | | | | | <u>(7)</u> | 11/02/2011 | Common Stock | 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BARKSDALE JAMES L 4150 NETWORK CIRCLE SANTA CLARA, CA 95054 | X | | | |

Signatures

/s/ James L.
Barksdale

02/22/2008

**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 includes 8,429 shares of unvested restricted stock units.

The 1,000 shares that were sold were held by a limited partnership for which Mr. Barksdale served as a general partner. The remaining

(2) 600 shares are held by a charitable remainder trust for which Mr. Barksdale serves as trustee. Mr. Barksdale disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

(3) This option was granted under the Sun Microsystems, Inc. 1988 Directors' Stock Option Plan.

(4) This option vests in four equal annual installments of 625 shares beginning on November 13, 2004 or the date of Sun's 2004 Annual Meeting of Stockholders, whichever is earlier.

(5) This option vests in four equal annual installments of 625 shares beginning on November 10, 2005 or the date of Sun's 2005 Annual Meeting of Stockholders, whichever is earlier.

(6) This option vests in four equal annual installments of 625 shares beginning on October 27, 2006 or the date of Sun's 2006 Annual Meeting of Stockholders, whichever is earlier.

(7) This option vests in four equal annual installments of 625 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.

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