

SUN MICROSYSTEMS, INC.
 Form 3
 May 04, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â MacGowan William N		(Month/Day/Year)	SUN MICROSYSTEMS, INC. [SUNW]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		04/27/2006		
4150 NETWORK CIRCLE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief HR Officer & EVP	
SANTA CLARA,Â CAÂ 95054			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	133,000	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽²⁾	06/17/2006	Common Stock	24,000	\$ 5.4532	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽²⁾	04/20/2007	Common Stock	24,000	\$ 12.5313	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽²⁾	08/11/2007	Common Stock	40,000	\$ 17	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽²⁾	04/12/2008	Common Stock	12,000	\$ 40	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽²⁾	06/13/2008	Common Stock	24,000	\$ 45.0313	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽²⁾	04/18/2009	Common Stock	15,000	\$ 18.58	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽²⁾	06/13/2009	Common Stock	5,000	\$ 16.25	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽²⁾	09/27/2009	Common Stock	18,000	\$ 7.91	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽²⁾	11/07/2009	Common Stock	30,000	\$ 12.59	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽²⁾	11/07/2009	Common Stock	30,000	\$ 12.59	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽²⁾	03/19/2010	Common Stock	200	\$ 9.14	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽²⁾	03/19/2010	Common Stock	15,000	\$ 9.14	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽³⁾	07/25/2010	Common Stock	40,000	\$ 3.7	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽⁴⁾	05/21/2011	Common Stock	30,000	\$ 4.2	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽⁵⁾	11/13/2011	Common Stock	40,000	\$ 4.208	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽⁶⁾	04/30/2012	Common Stock	300,000	\$ 3.9	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽⁷⁾	07/29/2012	Common Stock	100,000	\$ 3.79	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽⁸⁾	07/28/2013	Common Stock	300,000	\$ 3.85	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MacGowan William N 4150 NETWORK CIRCLE SANTA CLARA, CA 95054	Â	Â	Â Chief HR Officer & EVP	Â

Signatures

/s/ William N.
MacGowan

05/03/2006

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 the Sun Microsystems, Inc. 1990 Long-Term Equity Incentive Plan.
- (2) Immediately.
- (3) A total of 24,000 shares are fully vested and exercisable with the remaining 16,000 shares becoming exercisable as follows: (i) 8,000 shares on July 25, 2006; and (ii) 8,000 shares on July 25, 2007.
- (4) A total of 12,000 shares are fully vested and exercisable with the remaining 18,000 shares becoming exercisable as follows: (i) 6,000 shares on May 21, 2006; (ii) 6,000 shares on May 21, 2007; and (iii) 6,000 shares on May 21, 2008.
- (5) A total of 16,000 shares are fully vested and exercisable with the remaining 24,000 shares becoming exercisable as follows: (i) 8,000 shares on November 13, 2006; (ii) 8,000 shares on November 13, 2007; and (iii) 8,000 shares on November 13, 2008.
- (6) A total of 60,000 shares are fully vested and exercisable with the remaining 240,000 shares becoming exercisable as follows: (i) 60,000 shares on April 30, 2006; (ii) 60,000 shares on April 30, 2007; (iii) 60,000 shares on April 30, 2008; and (iv) 60,000 shares on April 30, 2009.
- (7) A total of 20,000 shares are fully vested and exercisable with the remaining 80,000 shares becoming exercisable as follows: (i) 20,000 shares on July 29, 2006; (ii) 20,000 shares on July 29, 2007; (iii) 20,000 shares on July 29, 2008; and (iv) 20,000 shares on July 29, 2009.
- (8) This option vests and becomes exercisable in five equal annual installments of 60,000 shares beginning on July 28, 2006.

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.