

Grantham Donald C
 Form 4
 May 01, 2006

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 *
 Grantham Donald C

2. Issuer Name and Ticker or Trading Symbol
 SUN MICROSYSTEMS, INC.
 [SUNW]

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)
 04/27/2006

____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	04/27/2006		A	110,000 A \$ 0.0007	332,254	D	

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

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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	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 28.0782					<u>(2)</u> 11/10/2007	Common Stock 28,000
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 40					<u>(2)</u> 04/12/2008	Common Stock 14,000
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 50.9375					<u>(2)</u> 10/11/2008	Common Stock 30,000
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 18.58					<u>(2)</u> 04/18/2009	Common Stock 20,000
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 16.25					<u>(2)</u> 06/13/2009	Common Stock 20,000
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 7.91					<u>(2)</u> 09/27/2009	Common Stock 15,000
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 12.59					<u>(2)</u> 11/07/2009	Common Stock 20,000
Employee Stock Option	\$ 12.59					<u>(2)</u> 11/07/2009	Common Stock 20,000

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(Right to Buy) <u>(1)</u>						
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 9.14	<u>(2)</u>	03/19/2010	Common Stock	200	
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 9.14	<u>(2)</u>	03/19/2010	Common Stock	20,000	
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 9.14	<u>(2)</u>	03/19/2010	Common Stock	50,000	
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 7.07	<u>(2)</u>	05/14/2010	Common Stock	50,000	
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 3.7	<u>(3)</u>	07/25/2010	Common Stock	6,000	
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 3.7	<u>(4)</u>	07/25/2010	Common Stock	75,000	
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 4.2	<u>(5)</u>	05/21/2011	Common Stock	20,000	
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 4.2	<u>(6)</u>	05/21/2011	Common Stock	45,000	
Employee Stock Option (Right to	\$ 4.208	<u>(7)</u>	11/13/2011	Common Stock	50,000	

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- (2) Immediately.
- (3) A total of 3,600 shares are fully vested and exercisable with the remaining 2,400 shares becoming exercisable as follows: (i) 1,200 shares on July 25, 2006; and (ii) 1,200 shares on July 25, 2007.
- (4) A total of 45,000 shares are fully vested and exercisable with the remaining 30,000 shares becoming exercisable as follows: (i) 15,000 shares on July 25, 2006; and (ii) 15,000 shares on July 25, 2007.
- (5) A total of 8,000 shares are fully vested and exercisable with the remaining 12,000 shares becoming exercisable as follows: (i) 4,000 shares on May 21, 2006; (ii) 4,000 shares on May 21, 2007; and (iii) 4,000 shares on May 21, 2008.
- (6) A total of 18,000 shares are fully vested and exercisable with the remaining 27,000 shares becoming exercisable as follows: (i) 9,000 shares on May 21, 2006; (ii) 9,000 shares on May 21, 2007; and (iii) 9,000 shares on May 21, 2008.
- (7) A total of 20,000 shares are fully vested and exercisable with the remaining 30,000 shares becoming exercisable as follows: (i) 10,000 shares on November 13, 2006; (ii) 10,000 shares on November 13, 2007; and (iii) 10,000 shares on November 13, 2008.
A total of 12,000 shares are fully vested and exercisable with the remaining 48,000 shares becoming exercisable as follows: (i) 12,000 shares on September 17, 2006; (ii) 12,000 shares on September 17, 2007; (iii) 12,000 shares on September 17, 2008; and (iv) 12,000 shares on September 17, 2009.
- (8) A total of 30,000 shares are fully vested and exercisable with the remaining 120,000 shares becoming exercisable as follows: (i) 30,000 shares on January 27, 2007; (ii) 30,000 shares on January 27, 2008; (iii) 30,000 shares on January 27, 2009; and (iv) 30,000 shares on January 27, 2010.
- (9) A total of 50,000 shares are fully vested and exercisable with the remaining 200,000 shares becoming exercisable as follows: (i) 50,000 shares on April 28, 2007; (ii) 50,000 shares on April 28, 2008; (iii) 50,000 shares on April 28, 2009; and (iv) 50,000 shares on April 28, 2010.
- (10) This option vests and becomes exercisable in five equal annual installments of 60,000 shares beginning on July 28, 2006.
- (11) This option vests and becomes exercisable in five equal annual installments of 100,000 shares beginning on April 27, 2007.

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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