

KOCOL ROBERT S  
Form 4  
September 02, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
KOCOL ROBERT S

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)  
Corporate VP and CFO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/31/2005		D		161,055.12	D	\$ 37 (1)
					0		

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: KOCOL ROBERT S - Form 4

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)	\$ 22.03	08/31/2005		D	34,800	(2)(3) 02/10/2013	Common Stock	34,800
Stock Options (Right to buy)	\$ 23.9	08/31/2005		D	3,625	(2)(3) 02/15/2012	Common Stock	3,625
Stock Options (Right to buy)	\$ 29	08/31/2005		D	54,375	(2)(3) 02/02/2014	Common Stock	54,375
Stock Options (Right to buy)	\$ 31.79	08/31/2005		D	42,895	(3)(4) 02/08/2015	Common Stock	42,895
Stock Options (Right to buy)	\$ 37.0625	08/31/2005		D	59,548	(3)(5) 02/05/2009	Common Stock	59,548

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOCOL ROBERT S ONE STORAGETEK DRIVE LOUISVILLE, CO 80028			Corporate VP and CFO	

## 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).

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

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

(3) 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.

(5) All options currently exercisable

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

(4) 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.

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.