

Chatterjee-Tandon Vengalil K
Form 4
January 27, 2010

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chatterjee-Tandon Vengalil K

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)
01/26/2010

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Accounting Officer

SANTA CLARA, CA 95054

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/26/2010		D		12,003	D	(1) 44,724 (2)
Common Stock	01/26/2010		D		44,724 (2)	D	(3) 0

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 15	01/26/2010		D	4,500	<u>(4)</u> 05/18/2012	Common Stock 4,500
Employee Stock Option (right to buy)	\$ 16.48	01/26/2010		D	2,500	<u>(6)</u> 01/27/2013	Common Stock 2,500
Employee Stock Option (right to buy)	\$ 15.76	01/26/2010		D	4,500	<u>(7)</u> 09/17/2012	Common Stock 4,500
Employee Stock Option (right to buy)	\$ 21.32	01/26/2010		D	13,125	<u>(8)</u> 11/02/2016	Common Stock 13,125
Employee Stock Option (right to buy)	\$ 21.08	01/26/2010		D	3,750	<u>(9)</u> 04/25/2017	Common Stock 3,750
Employee Stock Option (right to buy)	\$ 20	01/26/2010		D	6,900	<u>(10)</u> 11/14/2017	Common Stock 6,900

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer

Other

Chatterjee-Tandon Vengalil K
4150 NETWORK CIRCLE
SANTA CLARA, CA 95054

Chief Accounting Officer

Signatures

/s/ Craig D. Norris,
attorney-in-fact

01/26/2010

__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) Pursuant to the Merger Agreement between the Issuer and Oracle Corporation dated April 19, 2009 (the "Merger Agreement"), each share of JAVA common stock will be exchanged for \$9.50 in cash.
- (2) Shares are represented by restricted stock units.
- (3) Pursuant to the Merger Agreement, each restricted stock unit will be assumed by Oracle and converted into a restricted stock unit for 0.3849 shares of Oracle common stock.
- (4) The option is fully vested.
- (5) Pursuant to the Merger Agreement, each option to purchase shares of JAVA common stock will be assumed by Oracle and converted into an option to purchase a number of shares of Oracle common stock equal to the number of shares of JAVA common stock subject to the option multiplied by 0.3849, rounded down to the nearest whole share. The exercise price per share for the assumed option will equal the JAVA per share exercise price divided by 0.3849.
- (6) The option vests in five equal annual installments beginning on January 27, 2006.
- (7) The option vests in five equal annual installments beginning on September 17, 2005.
- (8) The option vests in five equal annual installments beginning on November 2, 2007.
- (9) The option vests in five equal annual installments beginning on April 25, 2008.
- (10) The option vests in five equal annual installments beginning on November 14, 2008.

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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