

PLAGA BARRY J
Form 4
January 27, 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 *
PLAGA BARRY J

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)
01/25/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & Corporate Controller

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 Ownership (Instr. 4)
				(A) Amount (D) Price			
Common Stock	01/25/2006		A	25,000 A \$ 0	59,769	D	

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

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SEC 1474 (9-02)

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 (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) <u>(1)</u>	\$ 4.92					<u>(2)</u>	11/06/2011	Common Stock	66,581
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 4.92					<u>(2)</u>	11/06/2011	Common Stock	49,317
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 2.6					<u>(2)</u>	05/13/2012	Common Stock	7,243
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 3.02					<u>(3)</u>	01/21/2015	Common Stock	113,491
Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 3.02					<u>(4)</u>	01/21/2015	Common Stock	60,355
Employee Stock Option (Right to Buy) <u>(5)</u>	\$ 3.9					<u>(6)</u>	10/27/2013	Common Stock	50,000
Employee Stock Option (Right to Buy) <u>(7)</u>	\$ 4.44	01/25/2006		A	75,000	<u>(8)</u>	01/25/2016	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PLAGA BARRY J 4150 NETWORK CIRCLE SANTA CLARA, CA 95054			VP & Corporate Controller	

Signatures

/s/ Barry J.
Plaga

01/25/2006

__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) Option granted under the SeeBeyond Technology Corporation 1998 Stock Plan.
- (2) Immediately.
- (3) A total of 70,931 shares are fully vested and exercisable, with the remaining 42,560 shares becoming exercisable as follows: (i) 14,186 shares on January 21, 2007; and (ii) 14,187 shares on each of January 21, 2008 and January 21, 2009.
- (4) A total of 37,721 shares are fully vested and exercisable, with the remaining 22,634 shares becoming exercisable as follows: (i) 7,544 shares on January 21, 2007; and (ii) 7,545 shares on each of January 21, 2008 and January 21, 2009.
- (5) Option granted under the Sun Microsystems, Inc. 1996 Equity Compensation Acquisition Plan.
- (6) This option vests and becomes exercisable in five equal annual installments of 10,000 shares beginning on October 3, 2006.
- (7) Option granted under the Sun Microsystems, Inc. 1990 Long-Term Equity Incentive Plan.
- (8) This option vests and becomes exercisable in five equal annual installments of 15,000 shares beginning on January 25, 2007.

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.