

SUN MICROSYSTEMS, INC.
 Form 4
 October 31, 2005

FORM 4

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

OMB APPROVAL

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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 *
BARKSDALE JAMES L

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/27/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

4150 NETWORK CIRCLE

(Street)

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

SANTA CLARA, CA 95054

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					918,000	D	
Common Stock					6,400	I	see footnote ⁽¹⁾

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)	8. Amount or Number of Shares
Director Stock Option (Right to Buy) ⁽²⁾	\$ 50.1563					<u>(3)</u> 11/08/2005	Common Stock	20,000
Director Stock Option (Right to Buy) ⁽²⁾	\$ 12.59					<u>(4)</u> 11/07/2006	Common Stock	10,000
Director Stock Option (Right to Buy) ⁽²⁾	\$ 3.4					<u>(5)</u> 11/07/2007	Common Stock	10,000
Director Stock Option (Right to Buy) ⁽²⁾	\$ 4.208					<u>(6)</u> 11/13/2008	Common Stock	10,000
Director Stock Option (Right to Buy) ⁽²⁾	\$ 4.6					<u>(7)</u> 11/10/2009	Common Stock	10,000
Director Stock Option (Right to Buy) ⁽²⁾	\$ 3.9	10/27/2005		A	10,000	<u>(8)</u> 10/27/2010	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

BARKSDALE JAMES L
4150 NETWORK CIRCLE X
SANTA CLARA, CA 95054

Signatures

/s/ James L.
Barksdale 10/27/2005

**Signature of Date
Reporting Person

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).
Includes: (i) 2,400 shares held by a charitable remainder trust for which Mr. Barksdale serves as trustee; and (ii) 4,000 shares held by a limited partnership for which Mr. Barksdale serves as a general partner. Mr. Barksdale disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (1) Granted under Sun Microsystems, Inc. 1988 Directors' Stock Option Plan.
This option originally vested in four equal annual installments on the anniversary date of the grant, November 8, 2000, or the date of Sun's Annual Meeting of Stockholders, whichever was earlier. Effective May 30, 2005, Sun accelerated the vesting schedules for all stock options outstanding as of that date with exercise prices of \$6.00 or more, including this option.
- (2) This option originally vested in four equal annual installments on the anniversary date of the grant, November 7, 2001, or the date of Sun's Annual Meeting of Stockholders, whichever was earlier. Effective May 30, 2005, Sun accelerated the vesting schedules for all stock options outstanding as of that date with exercise prices of \$6.00 or more, including this option.
- (3) This option vests in four equal annual installments on the anniversary date of the grant, November 7, 2002, or the date of Sun's Annual Meeting of Stockholders, whichever is earlier.
- (4) This option vests in four equal annual installments on the anniversary date of the grant, November 13, 2003, or the date of Sun's Annual Meeting of Stockholders, whichever is earlier.
- (5) This option vests in four equal annual installments on the anniversary date of the grant, November 10, 2004, or the date of Sun's Annual Meeting of Stockholders, whichever is earlier.
- (6) This option vests in four equal annual installments on the anniversary date of the grant, October 27, 2005, or the date of Sun's Annual Meeting of Stockholders, whichever is earlier.
- (7) This option vests in four equal annual installments on the anniversary date of the grant, October 27, 2005, or the date of Sun's Annual Meeting of Stockholders, whichever is earlier.
- (8)

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.