

PHELPS BARRY
Form 3
November 17, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â PHELPS BARRY | | (Month/Day/Year) | SUN MICROSYSTEMS, INC. [SUNW] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/11/2005 | | |
| 4150 NETWORK CIRCLE | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| SANTA CLARA,Â CAÂ 95054 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | VP & Corporate Controller | Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 34,769 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|------------------|------------|-----------------|---------|---------|-------------------|---|
| Employee Stock Option (Right to Buy) ⁽¹⁾ | Â ⁽²⁾ | 11/06/2011 | Common Stock | 66,581 | \$ 4.92 | D | Â |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | Â ⁽²⁾ | 11/06/2011 | Common Stock | 49,317 | \$ 4.92 | D | Â |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | Â ⁽²⁾ | 05/13/2012 | Common Stock | 7,243 | \$ 2.6 | D | Â |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | Â ⁽³⁾ | 01/21/2015 | Common Stock | 113,491 | \$ 3.02 | D | Â |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | Â ⁽⁴⁾ | 01/21/2015 | Common Stock | 60,355 | \$ 3.02 | D | Â |
| Employee Stock Option (Right to Buy) ⁽⁵⁾ | Â ⁽⁶⁾ | 10/27/2013 | Common Stock | 50,000 | \$ 3.9 | D | Â |

Reporting Owners

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

Signatures

/s/Barry J. Plaga 11/14/2005
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 SeeBeyond Technology Corporation 1998 Stock Plan.
- (2) Immediately.
- (3) A total of 56,745 shares are fully vested and exercisable with the remaining 56,746 shares becoming exercisable as follows: (i) 14,186 shares on each of January 21, 2006 and January 21, 2007; and (ii) 14,187 shares on each of January 21, 2008 and January 21, 2009.
- (4) A total of 30,177 shares are fully vested and exercisable with the remaining 30,178 shares becoming exercisable as follows: (i) 7,544 shares on each of January 21, 2006 and January 21, 2007; and (ii) 7,545 shares on each of January 21, 2008 and January 21, 2009.
- (5) Option granted under 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.

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.