

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 <b>and</b> 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)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>VP & Corporate Controller |  |
| SANTA CLARA,Â CAÂ 95054                   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)   |  |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

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

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

## Reporting Owners

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

## Signatures

/s/Barry J. Plaga 11/14/2005

                      
\*\*Signature of  
Reporting Person

                      
Date

## 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.

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