STORAGE TECHNOLOGY CORP

Form 4

September 02, 2005

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ODOM JUDY C

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

STORAGE TECHNOLOGY CORP

(Check all applicable)

[STK]

(Last)

(Middle)

3. Date of Earliest Transaction

X Director Officer (give title below)

10% Owner Other (specify

ONE STORAGETEK DRIVE

08/31/2005

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

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

3.

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LOUISVILLE, CO 80028

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common 08/31/2005 Stock

\$ 37 0 D 4,399 D

D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	Secu Acqu or D (D)	urities uired (A) isposed of r. 3, 4,	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
Stock Options (Right to buy)	\$ 25	08/31/2005		D		29,000	(2)(3)	11/19/2013	Common Stock	29,000
Stock Options (Right to buy)	\$ 26.39	08/31/2005		D		4,000	(4)(2)	05/20/2014	Common Stock	4,000
Stock Options (Right to buy)	\$ 28.58	08/31/2005		D		7,500	(4)(2)	04/26/2015	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ODOM JUDY C ONE STORAGETEK DRIVE LOUISVILLE, CO 80028	X						

Signatures

Donald H. Kronenberg, Attorney-in-Fact 09/02/2005

**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).
- (4) One-third of the option shares vest on each of the first three anniversaries of the date of grant.
- Notwithstanding the original vesting schedule cited in other footnotes to this form, all unvested shares were accelerated at the effective (2) time of the merger. This option was canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the merger consideration of \$37.00 per share on the effective date of the merger.
- (1) Disposed of pursuant to merger agreement between Storage Technology Corporation and Sun Microsystems in exchange for a cash consideration of \$37.00 per share on the effective date of the merger.

(3)

Reporting Owners 2

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5,000 shares vest six months after the date of grant; 4,667 shares vest on the first anniversary of the date of grant; 4,666 shares vest on the second and third anniversaries of the date of grant; 3,333 shares vest on the fourth anniversary of the date of grant; and 3,334 shares vest on the fifth and sixth anniversaries of the date of grant.

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.