

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

**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)

**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.**

**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) <sup>(1)</sup>	Â <sup>(2)</sup>	11/06/2011	Common Stock	66,581	\$ 4.92	D	Â
Employee Stock Option (Right to Buy) <sup>(1)</sup>	Â <sup>(2)</sup>	11/06/2011	Common Stock	49,317	\$ 4.92	D	Â
Employee Stock Option (Right to Buy) <sup>(1)</sup>	Â <sup>(2)</sup>	05/13/2012	Common Stock	7,243	\$ 2.6	D	Â
Employee Stock Option (Right to Buy) <sup>(1)</sup>	Â <sup>(3)</sup>	01/21/2015	Common Stock	113,491	\$ 3.02	D	Â
Employee Stock Option (Right to Buy) <sup>(1)</sup>	Â <sup>(4)</sup>	01/21/2015	Common Stock	60,355	\$ 3.02	D	Â
Employee Stock Option (Right to Buy) <sup>(5)</sup>	Â <sup>(6)</sup>	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.