

SUN MICROSYSTEMS, INC.
Form 10-Q/A
February 11, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 30, 2007

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 0-15086

SUN MICROSYSTEMS, INC.

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

94-2805249
(I.R.S. Employer
Identification No.)

4150 Network Circle, Santa Clara, CA 95054
(Address of principal executive offices with zip code)

(650) 960-1300
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act) (Check one);

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Class | Outstanding at January 31, 2008 |
|----------------------------------|--|
| Common Stock - \$0.001 par value | 792,770,742 |

EXPLANATORY NOTE

Sun Microsystems, Inc. (the Company) is filing this Amendment No. 1 (this Amendment) to its Quarterly Report on Form 10-Q for the quarter ended December 30, 2007, originally filed with the Securities and Exchange Commission on February 6, 2008 (the Original Report), to correct the number of outstanding shares listed on the cover page of the Original Report, which included treasury shares. Other than these changes, this Amendment does not amend, update or change any other disclosures contained in the Original Report.

ITEM 6. EXHIBITS

| Exhibit Number | Exhibit Description |
|-----------------------|---|
| 31.1 | Rule 13a-14(a) Certification of Chief Executive Officer |
| 31.2 | Rule 13a-14(a) Certification of Chief Financial Officer |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SUN MICROSYSTEMS, INC.

BY: /s/ Michael E. Lehman
Michael E. Lehman
Chief Financial Officer and Executive

Vice President, Corporate Resources

(Principal Financial Officer)

BY: /s/ V. Kalyani Chatterjee
V. Kalyani Chatterjee
Chief Accounting Officer

(Principal Accounting Officer)

Dated: February 11, 2008

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