

FOSTER CHARLES E  
Form 4  
September 02, 2005

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
FOSTER CHARLES E

2. Issuer Name and Ticker or Trading Symbol  
STORAGE TECHNOLOGY CORP  
[STK]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
ONE STORAGETEK DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/31/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)

LOUISVILLE, CO 80028  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 08/31/2005                           |  | D                              | 9,449 D   | \$ 37 (1) 0   | I  | By Trust                          |

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

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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to buy)               | \$ 18  | 08/31/2005                           |  | D                              | 29,000  | (2)(3) 05/23/2012  | Common Stock  | 29,000                        |
| Stock Options (Right to buy)               | \$ 24.82   | 08/31/2005                           |  | D                              | 4,000   | (4)(2) 05/21/2013  | Common Stock  | 4,000                         |
| 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 |
| FOSTER CHARLES E<br>ONE STORAGETEK DRIVE<br>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.
- (2) Notwithstanding the original vesting schedule cited in other footnotes to this form, all unvested shares were accelerated at the effective time of the merger. This option was canceled in the merger in exchange for a cash payment representing the difference between the

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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.  
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
- (3) 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.

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