

STORAGE TECHNOLOGY CORP  
Form 8-K  
May 28, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of report (Date of earliest event reported) May 28, 2004  
(May 28, 2004)

STORAGE TECHNOLOGY CORPORATION  
(Exact Name of Registrant As Specified In Its Charter)

Delaware  
(State or jurisdiction  
of incorporation)

1-7534  
(Commission  
File Number)

84-0593263  
(IRS Employer  
Identification No.)

One StorageTek Drive, Louisville, Colorado 80028-4309  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (303) 673-5151

Not applicable  
(Former Name or Former Address, if Changed Since Last Report)

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**ITEM 5. Other Events and Regulation FD Disclosure**

Storage Technology Corporation's Annual Meeting of Stockholders (the Annual Meeting) was held on May 20, 2004. A total of 101,973,111 shares of common stock, par value \$0.10 per share (the Common Stock), were present at the Annual Meeting, either in person or by proxy, constituting a quorum. The matters voted upon at the Annual Meeting by the stockholders consisted of the four proposals set forth in our definitive Proxy Statement, dated April 12, 2004.

The first proposal related to the election of seven persons to serve on our Board of Directors. The Board's nominees were each elected and received, respectively, the following votes:

| Director          | For        | Withheld  |
|-------------------|------------|-----------|
| James R. Adams    | 97,487,609 | 4,485,502 |
| Charles E. Foster | 97,818,473 | 4,154,638 |

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| <u>Director</u>   | <u>For</u> | <u>Withheld</u> |
|-------------------|------------|-----------------|
| Mercedes Johnson  | 98,212,148 | 3,760,963       |
| William T. Kerr   | 97,801,839 | 4,171,272       |
| Robert E. Lee     | 97,033,192 | 4,939,919       |
| Patrick J. Martin | 98,978,537 | 2,994,574       |
| Judy C. Odom      | 98,211,857 | 3,761,254       |

The second proposal related to approval of our 2004 Long Term Incentive Plan. The third proposal related to approval of our 2004 Performance-Based Incentive Bonus Plan. These two proposals were approved as detailed below.

The fourth proposal was a stockholder proposal regarding cumulative voting. This proposal was rejected as detailed below.

| <u>Proposal</u> | <u>For</u> | <u>Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|-----------------|------------|----------------|--------------------|-------------------------|
| Proposal 2      | 66,490,308 | 24,806,407     | 146,165            | 10,530,231              |
| Proposal 3      | 87,118,028 | 4,183,156      | 142,588            | 10,529,339              |
| Proposal 4      | 39,711,152 | 44,369,191     | 7,362,562          | 10,530,206              |

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**SIGNATURE**

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

Date: May 28, 2004

Storage Technology Corporation

By: /s/ Thomas G. Arnold

Vice President,  
Corporate Controller

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SIGNATURE

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