Form

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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

3235-0287

OMB APPROVAL

subject to Section 16. Form 4 or

SECURITIES

Estimated average burden hours per 0.5 response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * RODGERS THURMAN J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

SUNPOWER CORP [SPWRA]

(Check all applicable)

(First)

(Street)

(State)

(Month/Day/Year)

11/11/2009

(Middle)

(Zip)

10% Owner _X__ Director Other (specify Officer (give title

below)

C/O SUNPOWER CORPORATION, 3939 NORTH

FIRST STREET

4. If Amendment, Date Original

M

Filed(Month/Day/Year)

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

below)

SAN JOSE, CA 95134

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

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

Indirect Beneficial Ownership (Instr. 4)

Class A

Common 11/11/2009 Code V Amount (D) Price (Instr. 3 and 4)

\$0 2,000 Α 32,406

\$0

(A)

or

D

Class A

Stock

Common 11/11/2009 M 1,205 A

D

Stock

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

33,611

SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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. Transacti Code (Instr. 8)	orDerivative I		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
Restricted Stock Units (RSUs)	<u>(1)</u>	11/11/2009		M		2,000	<u>(2)</u>	(2)	Class A Common Stock	2,000
Restricted Stock Units (RSUs)	<u>(1)</u>	11/11/2009		A	1,205		(3)	(3)	Class A Common Stock	1,205
Restricted Stock Units (RSUs)	(1)	11/11/2009		M		1,205	(3)	(3)	Class A Common Stock	1,205

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
RODGERS THURMAN J C/O SUNPOWER CORPORATION 3939 NORTH FIRST STREET SAN JOSE, CA 95134	X					

Signatures

Donald T. Rozak, Jr., CP, as attorney-in-fact for Thurman J.

Rodgers

**Signature of Reporting Person

Date

Reporting Owners 2

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).
- (1) Each RSU represents a contingent right to receive one share of the Registrant's Class A Common Stock once vested.
- Following the May 11, 2009 grant date, the RSUs vest in equal quarterly installments over a one-year period on each of August 11, 2009, November 11, 2009, February 11, 2010 and May 11, 2010.
- (3) The RSUs were automatically granted and vested immediately on November 11, 2009 under the non-employee director compensation policy approved and adopted by Issuer's Board of Directors on August 6, 2009.

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.