

ATKINS BETSY S
Form 4
February 11, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ATKINS BETSY S

(Last) (First) (Middle)

C/O SUNPOWER
CORPORATION, 3939 NORTH
FIRST STREET

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SUNPOWER CORP [SPWRA]

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	02/09/2009		M		1,000	A	\$ 0 2,000
Class A Common Stock	02/10/2009 ⁽¹⁾		M		500	A	\$ 9.5 2,500
Class A Common Stock	02/10/2009 ⁽¹⁾		M		100	A	\$ 10.8 2,600
Class A	02/10/2009 ⁽¹⁾		S		600	D	\$ 36 2,000

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Common
Stock

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

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(9-02)

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. 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
Restricted Stock Units (RSUs) ⁽²⁾	⁽³⁾	02/09/2009		M	1,000	⁽⁴⁾ ⁽⁴⁾	Class A Common Stock	1,000
Stock Option (Right to Buy)	\$ 9.5	02/10/2009		M	500	⁽¹⁾⁽⁵⁾ 10/07/2015	Class A Common Stock	500
Stock Option (Right to Buy)	\$ 10.8	02/10/2009		M	100	⁽¹⁾⁽⁶⁾ 11/10/2015	Class A Common Stock	100

Reporting Owners

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

Signatures

Donald T. Rozak, Jr., CP, as attorney-in-fact for Betsy S.
Atkins

02/11/2009

__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).
- (1) The transactions reported on this Form 4 were effected pursuant to a previously adopted rule 10b5-1 trading plan by the reporting person.
- (2) The restricted stock units (RSUs) were granted pursuant to the automatic annual granting provisions for independent directors under the Registrant's Second Amended and Restated 2005 Stock Incentive Plan.
- (3) Each RSU represents a contingent right to receive one share of the Registrant's Class A Common Stock once vested.
- (4) The RSUs shall vest in equal quarterly installments over a one-year period from the date of grant.

The option to purchase shares of Issuer's Class A Common Stock, awarded on October 7, 2005, vested and became exercisable as to 20%
(5) of the total underlying shares on October 7, 2006, and vests and becomes exercisable as to 1 2/3% of the total underlying shares on the 7th day of each month thereafter.

The option to purchase shares of Issuer's Class A Common Stock, awarded on November 10, 2005, vested and became exercisable as to
(6) 20% of the total underlying shares on November 10, 2006, and vests and becomes exercisable as to 1 2/3% of the total underlying shares on the 10th day of each month thereafter.

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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