

SUNPOWER CORP
 Form 4
 May 29, 2008

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 *
 Swanson Richard M

(Last) (First) (Middle)
 3939 NORTH FIRST STREET
 (Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/27/2008

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)
 President & CTO

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)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	05/27/2008 ⁽¹⁾		M		16,914 A \$ 3.3 34,570	D	
Class A Common Stock	05/27/2008 ⁽¹⁾		M		4,086 A \$ 3.3 38,656	D	
Class A Common Stock	05/27/2008 ⁽¹⁾		S		300 D \$ 82.59 38,356	D	
Class A Common	05/27/2008 ⁽¹⁾		S		1,200 D \$ 82.62 37,156	D	

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Stock							
Class A Common Stock	05/27/2008 ⁽¹⁾	S	800	D	\$ 82.63	36,356	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	200	D	\$ 82.64	36,156	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	200	D	\$ 82.65	35,956	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	603	D	\$ 82.66	35,353	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	1,700	D	\$ 82.665	33,656	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	100	D	\$ 82.68	33,553	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	100	D	\$ 82.69	33,453	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	97	D	\$ 82.71	33,356	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	200	D	\$ 82.72	33,156	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	1,200	D	\$ 82.75	31,956	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	400	D	\$ 82.79	31,556	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	200	D	\$ 82.81	31,356	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	1,300	D	\$ 82.83	30,056	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	100	D	\$ 82.84	29,956	D

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Class A Common Stock	05/27/2008 ⁽¹⁾	S	500	D	\$ 82.87	29,456	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	100	D	\$ 82.95	29,356	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	700	D	\$ 83.03	28,656	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	1,200	D	\$ 83.12	27,456	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	700	D	\$ 83.16	26,756	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	1,300	D	\$ 83.24	25,456	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	125	D	\$ 83.28	25,331	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	100	D	\$ 83.29	25,231	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	400	D	\$ 83.34	24,831	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	75	D	\$ 83.4	24,756	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	45	D	\$ 83.41	24,711	D
Class A Common Stock	05/27/2008 ⁽¹⁾	S	100	D	\$ 83.42	24,611	D

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

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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 3.3	05/27/2008		M		16,914		(1)(2)	06/17/2014	Class A Common Stock	16,914
Employee Stock Option (Right to Buy)	\$ 3.3	05/27/2008		M		4,086		(1)(2)	06/17/2014	Class A Common Stock	4,086

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Swanson Richard M 3939 NORTH FIRST STREET SAN JOSE, CA 95134			President & CTO	

Signatures

/s/ Magali Salomon,
Attorney-in-Fact

05/29/2008

 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 sales reported on this Form 4 were effected pursuant to a previously adopted rule 10b5-1 trading plan by the reporting person.

(2) The option became exercisable as to 20% of the shares on June 17, 2005 and becomes exercisable as to 1/60th of the shares monthly 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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