

Prakash Vidul
Form 4
March 05, 2018

FORM 4

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

OMB APPROVAL

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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 *
Prakash Vidul

(Last) (First) (Middle)

77 RIO ROBLES

(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)
03/01/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Principal Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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
Common Stock	03/01/2018		M		2,934	D	\$ 0
Common Stock	03/01/2018		M		834	D	\$ 0
Common Stock	03/01/2018		M		67	D	\$ 0
Common Stock	03/01/2018		M		2,150	D	\$ 0
Common Stock	03/01/2018		M		600	D	\$ 0

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Common Stock	03/01/2018	M	7,500	D	\$ 0	29,700	D
Common Stock	03/01/2018	F ⁽¹⁾	1,015	D	\$ 7.06	28,685	D
Common Stock	03/01/2018	F ⁽¹⁾	289	D	\$ 7.06	28,396	D
Common Stock	03/01/2018	F ⁽¹⁾	24	D	\$ 7.06	28,372	D
Common Stock	03/01/2018	F ⁽¹⁾	744	D	\$ 7.06	27,628	D
Common Stock	03/01/2018	F ⁽¹⁾	208	D	\$ 7.06	27,420	D
Common Stock	03/01/2018	F ⁽¹⁾	2,594	D	\$ 7.06	24,826	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)

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (RSUs)	<u>(2)</u>	03/01/2018		M	2,934	<u>(3)</u>	<u>(3)</u>	Common Stock	2,934
Restricted Stock Units (RSUs)	<u>(2)</u>	03/01/2018		M	834	<u>(3)</u>	<u>(3)</u>	Common Stock	834
Restricted Stock Units	<u>(2)</u>	03/01/2018		M	67	<u>(3)</u>	<u>(3)</u>	Common Stock	67

(RSUs)									
Restricted Stock Units (RSUs)	<u>(2)</u>	03/01/2018	M	2,150	<u>(4)</u>	<u>(4)</u>	Common Stock	2,150	
Restricted Stock Units (RSUs)	<u>(2)</u>	03/01/2018	M	600	<u>(4)</u>	<u>(4)</u>	Common Stock	600	
Restricted Stock Units (RSUs)	<u>(2)</u>	03/01/2018	M	7,500	<u>(4)</u>	<u>(4)</u>	Common Stock	7,500	
Restricted Stock Units (RSUs)	<u>(2)</u>	03/01/2018	A	36,000	<u>(5)</u>	<u>(5)</u>	Common Stock	36,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Prakash Vidul 77 RIO ROBLES SAN JOSE, CA 95134			Principal Accounting Officer	

Signatures

Lauren Walz, attorney-in-fact for Vidul Prakash	03/05/2018
<u> </u> **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) Disposition of shares exempt under Rule 16b-3 as payment of tax liability to Company by delivery or withholding securities incident to vesting of restricted shares.
- (2) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.
- (3) The last vesting date of these RSUs was March 1, 2018.
- (4) The remaining RSUs shall vest on each of March 1, 2019 and March 1, 2020.
- (5) The RSUs shall vest in four equal installments on each of March 1, 2019, March 1, 2020, March 1, 2021 and March 1, 2022.

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.