Wood Patrick III Form 4 August 15, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

January 31, Expires:

2005 Estimated average burden hours per response... 0.5

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person Wood Patrick III		ting Person <u>*</u>	2. Issuer Name and Ticker or Trading Symbol SUNPOWER CORP [SPWR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
C/O CLINIDO	WED		(Month/Day/Year)	Director 10% Owner Officer (give title Other (specify			
C/O SUNPO CORPORAT		ROBLES	08/13/2012	below) below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
SAN JOSE, (CA 95134			Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (` ′	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)
Common Stock	08/13/2012		M	17,523	A	\$0	41,719	D	
Common Stock	08/15/2012		S(3)	17,523 (4)	D	\$ 4.2382	24,196	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: Wood Patrick III - Form 4

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 orDerivative 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 Share
Restricted Stock Units (RSUs)	\$ 0 (1)	08/13/2012		A	17,523		<u>(2)</u>	(2)	Common Stock	17,523
Restricted Stock Units (RSUs)	\$ 0 (1)	08/13/2012		M		17,523	<u>(2)</u>	(2)	Common Stock	17,523

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Wood Patrick III C/O SUNPOWER CORPORATION 77 RIO ROBLES SAN JOSE, CA 95134

Signatures

Karla Rogers, as attorney-in-fact for Patrick Wood III 08/15/2012

**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) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.
- (2) The RSUs were automatically granted and vested immediately on August 13, 2012 under the non-employee director compensation policy approved and adopted by Issuer's Board of Directors on June 15, 2011.
- (3) The sale reported on this Form 4 was effected pursuant to a previously adopted rule 10b5-1 trading plan by the reporting person.
 - Price reflects weighted average sales price; actual sales prices ranged from \$4.23 to \$4.275. The reporting person undertakes to provide,

(4) upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased or sold at each separate price.

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.

Reporting Owners 2