Edgar Filing: SUNPOWER CORP - Form 4

SUNPOWE	R CORP										
Form 4 March 03 2	015										
March 03, 2 FORM Check th if no lon subject t Section Form 4 of Form 5 obligation may con <i>See</i> Instri 1(b).	Was F CHAN Section 1 Public U	RITIES AND EXCHANGE COMMISSI ashington, D.C. 20549 NGES IN BENEFICIAL OWNERSHIP SECURITIES 16(a) of the Securities Exchange Act of 193 Utility Holding Company Act of 1935 or Se Investment Company Act of 1940					NERSHIP OF e Act of 1934, 1935 or Sectior	OWD 3235-024 Number: 3235-024 Expires: January 3 200 Estimated average burden hours per response 0 4,			
(Print or Type	Responses)										
1. Name and A NEESE MA	Address of Reporting F ARTY T	Person <u>*</u>	Symbol	r Name an				Ig	5. Relationship of Issuer	Reporting Pers	on(s) to
(Last) C/O SUNP CORPORA		liddle) DBLES		-		-	VRJ		Director Officer (give t below)		Owner er (specify
SAN JOSE	(Street) , CA 95134			endment, D nth/Day/Yea		Original			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Per	rson
(City)	(State) (Zip)	Tabl	le I - Non-	Der	ivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transacti Code (Instr. 8) Code V	ion(/ (]	. Securiti A) or Dis Instr. 3, 4 Amount	sposed	of (D)	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	03/01/2015			М	2	25,000	А	\$0	51,441	D	
Common Stock	03/01/2015			М	3	60,744	А	\$ 0	82,185	D	
Common Stock	03/01/2015			М	3	52,036	А	\$0	114,221	D	
Common Stock	03/01/2015			М	2	23,333	А	\$0	137,554	D	
Common Stock	03/01/2015			М	7	,046	А	\$0	144,600	D	

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Common Stock	03/01/2015	М	5,667	Α	\$ 0	150,267	D
Common Stock	03/01/2015	F <u>(3)</u>	10,334	D	\$ 32.66	139,933	D
Common Stock	03/01/2015	F <u>(3)</u>	16,043	D	\$ 32.66	123,890	D
Common Stock	03/01/2015	F <u>(3)</u>	16,717	D	\$ 32.66	107,173	D
Common Stock	03/01/2015	F <u>(3)</u>	12,176	D	\$ 32.66	94,997	D
Common Stock	03/01/2015	F <u>(3)</u>	3,677	D	\$ 32.66	91,320	D
Common Stock	03/01/2015	F <u>(3)</u>	2,958	D	\$ 32.66	88,362	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)	unsaction Date 3A. Deemed th/Day/Year) Execution Date, if any (Month/Day/Year)		4. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of	
Restricted Stock Units (RSUs)	<u>(1)</u>	03/01/2015		М	25,000	(2)	(2)	Common Stock	2:	
Performance-Based Restricted Stock Units (PSUs)	<u>(4)</u>	03/01/2015		М	30,744	(5)	(5)	Common Stock	3	
Performance-Based Restricted Stock Units (PSUs)	<u>(4)</u>	03/01/2015		М	32,036	(6)	(6)	Common Stock	31	
Restricted Stock Units (RSUs)	<u>(1)</u>	03/01/2015		М	23,333	(7)	(7)	Common Stock	2:	

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Performance-Based Restricted Stock Units (PSUs)	<u>(4)</u>	03/01/2015	М	7,046	(8)	(8)	Common Stock	7
Restricted Stock Units (RSUs)	(1)	03/01/2015	М	5,667	(9)	(9)	Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NEESE MARTY T C/O SUNPOWER CORPORATION 77 RIO ROBLES SAN JOSE, CA 95134			Chief Operating Officer				
Signatures							
Karla Rogers, attorney-in-fact for Ma	rtv						

Karla Rogers, attorney-in-fact for Marty Neese

**Signature of Reporting Person

Date

03/03/2015

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 last vesting date for these RSUs was March 1, 2015.
- (3) 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 stock shares.
- (4) Each PSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.
- (5) The PSUs were earned based on performance in a prior year but were then subject to time-based vesting. The last vesting date for these PSUs was March 1, 2015.
- (6) The PSUs were earned based on performance in a prior year but were then subject to time-based vesting. The remaining portion of these PSUs will vest on March 1, 2016.
- (7) The remaining portion of these RSUs will vest on March 1, 2016.
- (8) The PSUs were earned based on performance in a prior year but were then subject to time-based vesting. The remaining portion of these PSUs will vest in installments on March 1, 2016 and March 1, 2017.
- (9) The remaining portion of these RSUs will vest in installments on March 1, 2016 and March 1, 2017.

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.