Edgar Filing: WERNER THOMAS H - Form 4

WERNER T	HOMAS H									
Form 4										
December 23	3, 2011							<u></u>		
FORM	14	CT A TEC	SECU	DITIES			COMMISSION	ОМВ А ▼ ОМВ	PPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check th				_				Expires:	January 31,	
if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Estimated		
Section 1 Form 4 o				SECO				burden hou response	•	
Form 5 obligatio	n o *						nge Act of 1934,		. 0.0	
may cont See Instru	inue. Section 170			•	•	npany Act	of 1935 or Section 1940	on		
1(b).	letion				1	•				
(Print or Type I	Responses)									
1. Name and A WERNER 7	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
			SUNPOWER CORP [SPWR]							
(Last)	(First) (Middle)	3. Date of Earliest Transaction							
C/O SUNPO CORPORA	(Month/Day/Year) 12/21/2011			X Director 10% Owner X Officer (give title Other (specify below) below) Director, Pres and CEO						
(Street)			4. If Amendment, Date Original			1	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person					
SAN JOSE,	CA 95134							More than One R		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemo Execution any (Month/Day/Year)				Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Reminder: Rep	oort on a separate line	e for each cl	ass of sec	urities bene	-	-	-			
					inforn requir	nation con ed to resp lys a curre	spond to the collec tained in this form ond unless the for ntly valid OMB col	are not m	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A Disposed o (Instr. 3, 4, 5)	f (D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (RSUs)	<u>(1)</u>	12/21/2011		А	300,000		(2)	(2)	Common Stock	300,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WERNER THOMAS H C/O SUNPOWER CORPORATION 77 RIO ROBLES SAN JOSE, CA 95134	х		Director, Pres and CEO				
Signatures							
Magali Salomon, as attorney-in-fact for Werner	12/23/2011						
**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 shall vest in three equal installments on each of June 1, 2012, June 1, 2013 and June 1, 2014.

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.