

Jaap Christopher
Form 4
March 05, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jaap Christopher

(Last) (First) (Middle)

C/O SUNPOWER
CORPORATION, 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)

03/01/2012

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)

Acting Gen Counsel & Ass Sec

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/01/2012		M	3,853 A \$ 0	4,512	D	
Common Stock	03/01/2012		F ⁽¹⁾	1,616 D \$ 7.45	2,896	D	

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

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information contained in this form are not
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(9-02)

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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. Price or Value of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (RSUs)	(2)	03/01/2012		M		834		(3)	(3)	Common Stock	834	\$
Restricted Stock Units (RSUs)	(2)	03/01/2012		M		1,100		(4)	(4)	Common Stock	1,100	\$
Restricted Stock Units (RSUs)	(2)	03/01/2012		M		570		(5)	(5)	Common Stock	570	\$
Restricted Stock Units (RSUs)	(2)	03/01/2012		M		1,116		(5)	(5)	Common Stock	1,116	\$
Restricted Stock Units (RSUs)	(2)	03/01/2012		M		233		(5)	(5)	Common Stock	233	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Jaap Christopher C/O SUNPOWER CORPORATION 77 RIO ROBLES SAN JOSE, CA 95134	Acting Gen Counsel & Ass Sec

Signatures

Karla Rogers, as attorney-in-fact for
Christopher Jaap

03/05/2012

____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) 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.
- (2) Each restricted stock unit (RSU) represents a contingent right to receive one share of the Registrant's Common Stock once vested.
- (3) The RSUs vest in three equal installments on each of March 1, 2010, March 1, 2011 and March 1, 2012.
- (4) The RSUs vest in three equal installments on each of March 1, 2011, March 1, 2012 and March 1, 2013.
- (5) The RSUs vest in three equal installments on each of March 1, 2012, March 1, 2013 and March 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.
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