SUNPOWER CORP Form SC 13G November 30, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2 Under the Securities Exchange Act of 1934 (Amendment No.)*

SunPower Corporation (Name of Issuer)

Class A Common Stock (Title of Class of Securities)

867652109 (CUSIP Number)

November 18, 2005

Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[]	Rule 13d-1(b)
[X]	Rule 13d-1(c)
[]	Rule 13d-1(d)

^{*}The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Limited Partnership

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ý (b) c

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois limited partnership

NUMBER OF 5. SOLE VOTING POWER

SHARES

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY EACH

EACH 506,800 shares REPORTING

PERSON 7. SOLE DISPOSITIVE POWER

WITH

8. SHARED DISPOSITIVE POWER

See Row 6 above.

- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 5.7% as of the date of this filing

12. TYPE OF REPORTING PERSON **PN**; **HC**

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CUSIP NO. 8	67652109		13G	Page 3 of 13 Pages
1.		REPORTING PERSON	VO. OF A POWE PERSON	
	S.S. OR 1.	R.S. IDENTIFICATION I	NO. OF ABOVE PERSON	
	Citadel In	vestment Group, L.L.C.		
2.			K IF A MEMBER OF A GRO	OUP
			· · · · · · · · · · · · · · · · · · ·	(a) ý
3.	SEC USE	ONLY	((b) o
4.	CITIZENS	SHIP OR PLACE OF ORC	GANIZATION	
••		limited liability compan		
NU	UMBER OF	5.	SOLE VOTING POWE	CR C
	SHARES		0	
	NEFICIALLY	6.	SHARED VOTING PO	WER
O	WNED BY			
Di	EACH		506,800 shares	
	EPORTING			
	PERSON WITH	7.	SOLE DISPOSITIVE P	OWER
	WIIII	8.	0 SHARED DISPOSITIV	E POWER
		0.	5.11 HED DIST 00111 V	210BR
			See Row 6 above.	
		NT BENEFICIALLY OW	NED BY EACH REPORTII	NG PERSON
See Ro	w 6 above.		IN ROW (9) FXCI LIDES	

- CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES **CERTAIN SHARES**
- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.

Approximately 5.7% as of the date of this filing $\ensuremath{\mathsf{TYPE}}$ OF REPORTING PERSON

12.

OO; HC

Page 3 of 13

CUSIP NO.	867652109		13G	Pag	ge 4 of 13 Pages
1.	NAME OF RE	EPORTING PERSON			
	S.S. OR I.R.S.	IDENTIFICATION N	NO. OF ABOVE PERSO	N	
	Kenneth Grif	fin			
2.	CHECK THE	APPROPRIATE BOX	K IF A MEMBER OF A		
				(a) (b)	ý o
3.	SEC USE ON	LY		(0)	Ü
4.	CITIZENSHIF	OR PLACE OF ORC	GANIZATION		
	U.S. Citizen				
N	UMBER OF	5.	SOLE VOTING PO	WER	
	SHARES		0		
	NEFICIALLY	6.	SHARED VOTING	POWER	
C	OWNED BY EACH		- 0<000		
R	EPORTING		506,800 shares		
	PERSON	7.	SOLE DISPOSITIV	F POWFR	
	WITH	,.	0	LIOWER	
		8.	SHARED DISPOSIT	TIVE POWEI	R
			See Row 6 above.		
9. AGGR	EGATE AMOUNT I	BENEFICIALLY OW	NED BY EACH REPOR	TING PERS	ON
	ow 6 above.				
10. CHEC	K BOX IF THE AGO	GREGATE AMOUNT	IN ROW (9) EXCLUDE	ES	

Approximately 5.7% as of the date of this filing TYPE OF REPORTING PERSON

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.

CERTAIN SHARES

IN; HC

11.

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CUSIP NO. 867652109	13G	Page 5 of 13 Pages

1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Wellington LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ý

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited liability company

NUMBER OF 5. SOLE VOTING POWER

SHARES

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY EACH

EACH 506,800 shares REPORTING

PERSON 7. SOLE DISPOSITIVE POWER

WITH

8. SHARED DISPOSITIVE POWER

See Row 6 above.

- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 5.7% as of the date of this filing

12. TYPE OF REPORTING PERSON

OO; HC

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CUSIP NO	O. 867652109		13G	Page 6 of 13 Pages
1.		F REPORTING PERSON		
	S.S. OR I	R.S. IDENTIFICATION 1	NO. OF ABOVE PERSON	
	Citadel K	Kensington Global Strateg	vies Fund Ltd.	
2.			K IF A MEMBER OF A GROUP	
			(a)	ý
3.	SEC USE	ONI V	(b)	0
3.	SEC USE	ONLI		
4.		SHIP OR PLACE OF OR	GANIZATION	
		company		
	NUMBER OF	5.	SOLE VOTING POWER	
ī	SHARES BENEFICIALLY	6.	0 SHARED VOTING POWER	1
-	OWNED BY	0.	SITUALE VOID OF THE	•
	EACH		506,800 shares	
	REPORTING		,	
	PERSON WITH	7.	SOLE DISPOSITIVE POWE	ER
	WIIH	0		WED
		8.	SHARED DISPOSITIVE PO	OWEK
			See Row 6 above.	
9. AG0	GREGATE AMOU	NT BENEFICIALLY OW	NED BY EACH REPORTING P	ERSON
	Row 6 above.			
	ECK BOX IF THE RTAIN SHARES	AGGREGATE AMOUNT	IN ROW (9) EXCLUDES	
CER	CIAIN SHAKES			

Approximately 5.7% as of the date of this filing $\ensuremath{\mathsf{TYPE}}$ OF REPORTING PERSON

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.

CO; HC

11.

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CUSIP N	O. 867652109		13G	Page 7 of 13 Pages
1.	NAME O	F REPORTING PERSON		
	S.S. OR I	R.S. IDENTIFICATION 1	NO. OF ABOVE PERSON	
	Citadel F	Equity Fund Ltd.		
2.			X IF A MEMBER OF A GROUP	
			(a)	ý
3.	SEC USE	ONLY	(b)	0
4.	CITIZEN	SHIP OR PLACE OF ORC	GANIZATION	
	•	Islands company		
	NUMBER OF	5.	SOLE VOTING POWER	
,	SHARES BENEFICIALLY	6.	0 SHARED VOTING POWER	
1	OWNED BY	0.	SHARED VOTING TOWER	
	EACH		506,800 shares	
	REPORTING		200,000 shares	
	PERSON	7.	SOLE DISPOSITIVE POWE	R
	WITH		0	
		8.	SHARED DISPOSITIVE PO	WER
			See Row 6 above.	
		NT BENEFICIALLY OW	NED BY EACH REPORTING P	ERSON
~	Row 6 above.	ACCDECATE AMOUNT	IN DOW (0) EVCLUDES	
	ECK BOX IF THE RTAIN SHARES	AUUREUATE AMUUNT	IN ROW (9) EXCLUDES	
CLI	SILLING			

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 5.7% as of the date of this filing $\ensuremath{\mathsf{TYPE}}$ OF REPORTING PERSON

11.

12.

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CU	SIP NO. 867652	2109	_	13G	Page	8 of 13 Pages
	1.	NAME O	F REPORTING PERSON			
		S.S. OR I.	R.S. IDENTIFICATION N	O. OF ABOVE PERSON		
		Citadel C	redit Products Ltd.			
	2.	CHECK 7	THE APPROPRIATE BOX	IF A MEMBER OF A GRO	UP	
				(a	1	ý
	3.	SEC USE	ONI V	(b))	0
	3.	SEC USE	ONLI			
	4.	CITIZEN	SHIP OR PLACE OF ORG	ANIZATION		
		-	Islands company			
	NUMBI		5.	SOLE VOTING POWER	}	
	SHAI			0		
	BENEFIC OWNE		6.	SHARED VOTING POV	VER	
	EAC			506,800 shares		
	REPOR	TING		500,000 shares		
	PERS		7.	SOLE DISPOSITIVE PC	OWER	
	WIT	TH		0		
			8.	SHARED DISPOSITIVE	E POWER	
				See Row 6 above.		
9.			NT BENEFICIALLY OWN	NED BY EACH REPORTIN	G PERSON	1
10	See Row 6 al		A CODECAME A MOUNTE	DI DOM (O) ENCLUSES		
10.	CHECK BOX		AGGREGATE AMOUNT	IN ROW (9) EXCLUDES		
11.			REPRESENTED BY AMO	OUNT IN ROW (9)		
	- 221022111 0	- 02.100				

12.

CO; HC

Approximately 5.7% as of the date of this filing $\ensuremath{\mathsf{TYPE}}$ OF REPORTING PERSON

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Item 1(a) Name of Issuer: **SUNPOWER CORPORATION**1(b) Address of Issuer s Principal Executive Offices:

430 Indio Way Sunnyvale, CA 94085

Item 2(a) Name of Person Filing

Item 2(b) Address of Principal Business Office

Item 2(c) Citizenship

Citadel Limited Partnership 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Illinois limited partnership

Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited liability company

Kenneth Griffin 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 U.S. Citizen

Citadel Wellington LLC c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited liability company

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CUSIP	NO. 867652109		13G	Page 10 of 13 Pages			
		•					
	inois 60603						
c/o Citadel I 131 S. Dear 32nd Floor Chicago, Ill		L.L.C.					
Citadel Cred	dit Products Ltd.						
c/o Citadel Investment Group, L.L.C.							
131 S. Dearborn Street							
32nd Floor							
Chicago, Ill	inois 60603						
Cayman Isla	ands company						
2(4)	Title of Class CS	Sagunitias					
2(d)	Title of Class of S		ue \$0.001 per share				
2(e)	CUSIP Number:	i Stock, par valt	867652109				
Item 3		s filed pursuant to	o Rules 13d-1(b), or 13d-2(b) or (c), check who	ether the person filing is a:			
	(a)	[_]	Broker or dealer registered under Section 15	of the Exchange Act;			
	(b)	[_]	Bank as defined in Section 3(a)(6) of the Ex	schange Act;			
	(c)	[_]	Insurance company as defined in Section 3(a)(19) of the Exchange Act;			
	(d)	[_]	Investment company registered under Section	on 8 of the Investment Compar			
	(e)	[_]	An investment adviser in accordance with R	Rule 13d-1(b)(1)(ii)(E);			
	(f)	[_]	An employee benefit plan or endowment fur	nd in accordance with Rule 13			

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	(g)	[]	A parent holding company or con	ntrol person in accordance with Rule 13d-1(b)(1)(ii)(G);			
	(h)	[_]	A savings association as defined	A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;			
	(i)	[_]	A church plan that is excluded from the Investment Company Act;	om the definition of an investment company under Section 3(c)(14) of			
	(j)	[_]	Group, in accordance with Rule	13d-1(b)(1)(ii)(J).			
If this statement	is filed	pursuant to	Rule 13d-1(c), check this box. ý				
Item 4	Owne	ership:					
CITADEL LIM CITADEL INV KENNETH GR CITADEL WEI CITADEL KEN CITADEL EQU	ESTMI IFFIN LLING ISING	ENT GRO TON LLO FON GLO	OUP, L.L.C. COURTER STRATEGIES FUND LTD.				
CITADEL CRE	DIT P	RODUCT	S LTD.				
(a)		Amo	ount beneficially owned:				
506,800 shares							
(b)		Pero	eent of Class:				
Approximately 5	.7% as	of the date	of this filing				
(c)		Nun	nber of shares as to which such person	on has:			
		(i)	S	sole power to vote or to direct the vote:			
			(
		(ii)	S	shared power to vote or to direct the vote:			
			5	See Item 4(a) above.			
		(iii)	s	sole power to dispose or to direct the disposition of:			
			(
		(iv)	s	shared power to dispose or to direct the disposition of:			
			9	See Item 4(a) above.			

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Item 5	Ownership of Five	Percent or Less of a Class: Not Applicable.		
Item 6	Ov	wnership of More than Five Percent on Behalf of A	Another Person:	
		Not Applicable	e.	
Item 7		entification and Classification of the Subsidiary wholding Company:	nich Acquired the Security Being Reporte	ed on by the Parent
		See Item 2 abo	ove.	
Item 8	Ide	entification and Classification of Members of the C	Group:	
		Not Applicable	e.	
Item 9	No	otice of Dissolution of Group:		
		Not Applicable	e.	
Item 10	Ce	ertification:		

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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^{*} Mathew B. Hinerfeld is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 4, 2005, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G/A for Komag, Incorporated.

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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 30th day of November, 2005

KENNETH GRIFFIN		CITADEL KENSINGTON GLOBAL		
			STRATEGIES FUND LTD.	
By:	/s/ Matthew B. Hinerfeld			
	Matthew B. Hinerfeld, attorney-in-fact*	By:	Citadel Limited Partnership,	
			its Portfolio Manager	
CITADE	L INVESTMENT GROUP, L.L.C.			
		By:	Citadel Investment Group, L.L.C.,	
Ву:	/s/ Matthew B. Hinerfeld		its General Partner	
	Matthew B. Hinerfeld, Managing			
	Director and Deputy General Counsel		/s/ Matthew B. Hinerfeld	
			Matthew B. Hinerfeld, Managing	
CITADEL LIMITED PARTNERSHIP			Director and Deputy General Counsel	
By:	Citadel Investment Group, L.L.C.,	CITADEL EQUITY FUND LTD.		
	its General Partner			
		By:	Citadel Limited Partnership,	
Ву:	/s/ Matthew B. Hinerfeld		its Portfolio Manager	
	Matthew B. Hinerfeld, Managing			
Director and Deputy General Counsel		By:	Citadel Investment Group, L.L.C.,	
			its General Partner	
CITADE	L WELLINGTON LLC			
		By:	/s/ Matthew B. Hinerfeld	
By:	Citadel Limited Partnership,		Matthew B. Hinerfeld, Managing	
	its Managing Member		Director and Deputy General Counsel	
Ву:	Citadel Investment Group, L.L.C.,	CITADEL CREDIT PRODUCTS LTD.		
	its General Partner			
		By:	Citadel Limited Partnership,	
By:	/s/ Matthew B. Hinerfeld		its Portfolio Manager	
	Matthew B. Hinerfeld, Managing			
	Director and Deputy General Counsel	By:	Citadel Investment Group, L.L.C.,	
			its General Partner	
		By:	/s/ Matthew B. Hinerfeld	
			Matthew B. Hinerfeld, Managing	
			Director and Deputy General Counsel	