

SUNPOWER CORP  
Form 4  
March 04, 2014

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wenger Howard

(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)  
03/01/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, Regions

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/01/2014		M		11,667	A	\$ 0	85,050	D
Common Stock	03/01/2014		M		25,000	A	\$ 0	110,050	D
Common Stock	03/01/2014		M		23,333	A	\$ 0	133,383	D
Common Stock	03/01/2014		M		3,333	A	\$ 0	136,716	D
Common Stock	03/01/2014		M		5,285	A	\$ 0	142,001	D

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Common Stock	03/01/2014	M	30,744	A	\$ 0	172,745	D
Common Stock	03/01/2014	M	32,036	A	\$ 0	204,781	D
Common Stock	03/01/2014	F <sup>(3)</sup>	4,385	D	\$ 33.13	200,396	D
Common Stock	03/01/2014	F <sup>(3)</sup>	13,012	D	\$ 33.13	187,384	D
Common Stock	03/01/2014	F <sup>(3)</sup>	12,176	D	\$ 33.13	175,208	D
Common Stock	03/01/2014	F <sup>(3)</sup>	1,740	D	\$ 33.13	173,468	D
Common Stock	03/01/2014	F <sup>(3)</sup>	1,987	D	\$ 33.13	171,481	D
Common Stock	03/01/2014	F <sup>(3)</sup>	16,043	D	\$ 33.13	155,438	D
Common Stock	03/01/2014	F <sup>(3)</sup>	16,717	D	\$ 33.13	138,721	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)	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units (RSUs)	(1)	03/01/2014		M	11,667	(2) (2)	Common Stock 1
Restricted Stock Units (RSUs)	(1)	03/01/2014		M	25,000	(4) (4)	Common Stock 2
Restricted Stock Units (RSUs)	(1)	03/01/2014		M	23,333	(5) (5)	Common Stock 2



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of the performance criteria on February 19, 2014 and, based on that assessment, determined the actual number of PSUs. The PSUs vest in three equal installments on each of March 1, 2014, March 1, 2015 and March 1, 2016.

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