SUNPOWER CORP

Form 4 March 03, 2016

FORM 4

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Section 16.

Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Wenger Howard

2. Issuer Name and Ticker or Trading Symbol

SUNPOWER CORP [SPWR]

(Last) (First) (Middle) 3. Date of Earliest Transaction

C/O SUNPOWER CORPORATION, 77 RIO ROBLES

(Ctota)

(Month/Day/Year) 03/01/2016

(Street)

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

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner _X__ Officer (give title _ Other (specify below)

President, Business Units

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN JOSE, CA 95134

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative (Securi	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired ion(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	03/01/2016		M	32,036	A	\$0	187,207	D	
Common Stock	03/01/2016		M	23,334	A	\$ 0	210,541	D	
Common Stock	03/01/2016		M	7,046	A	\$ 0	217,587	D	
Common Stock	03/01/2016		M	5,667	A	\$ 0	223,254	D	
Common Stock	03/01/2016		M	6,666	A	\$ 0	229,920	D	

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Common Stock	03/01/2016	M	7,053	A	\$ 0	236,973	D
Common Stock	03/01/2016	M	4,466	A	\$ 0	241,439	D
Common Stock	03/01/2016	M	666	A	\$ 0	242,105	D
Common Stock	03/01/2016	F(3)	13,389	D	\$ 23.68	228,716	D
Common Stock	03/01/2016	F(3)	3,677	D	\$ 23.68	225,039	D
Common Stock	03/01/2016	F(3)	3,681	D	\$ 23.68	221,358	D
Common Stock	03/01/2016	F(3)	2,331	D	\$ 23.68	219,027	D
Common Stock	03/01/2016	F(3)	348	D	\$ 23.68	218,679	D
Common Stock	03/01/2016	F(3)	12,176	D	\$ 23.68	206,503	D
Common Stock	03/01/2016	F(3)	2,958	D	\$ 23.68	203,545	D
Common Stock	03/01/2016	F(3)	3,479	D	\$ 23.68	200,066	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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day,	ate	7. Title and A Underlying S (Instr. 3 and	Secu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Performance-Based Restricted Stock	<u>(1)</u>	03/01/2016		M	32,036	(2)	(2)	Common Stock	32

(9-02)

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Units (PSUs)								
Restricted Stock Units (RSUs)	<u>(4)</u>	03/01/2016	M	23,334	(5)	(5)	Common Stock	2
Performance-Based Restricted Stock Units (PSUs)	(1)	03/01/2016	M	7,046	<u>(6)</u>	<u>(6)</u>	Common Stock	,
Restricted Stock Units (RSUs)	<u>(4)</u>	03/01/2016	M	5,667	<u>(7)</u>	<u>(7)</u>	Common Stock	:
Restricted Stock Units (RSUs)	<u>(4)</u>	03/01/2016	M	6,666	(8)	(8)	Common Stock	(
Performance-Based Restricted Stock Units (PSUs)	(1)	03/01/2016	M	7,053	<u>(9)</u>	<u>(9)</u>	Common Stock	,
Performance-Based Restricted Stock Units (PSUs)	(1)	03/01/2016	M	4,466	<u>(9)</u>	<u>(9)</u>	Common Stock	4
Performance-Based Restricted Stock Units (PSUs)	(1)	03/01/2016	M	666	<u>(9)</u>	<u>(9)</u>	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
Wenger Howard C/O SUNPOWER CORPORATION 77 RIO ROBLES SAN JOSE, CA 95134			President, Business Units					

Signatures

/s/ Lauren Walz, as attorney-in-fact for Howard 03/03/2016 Wenger Date

**Signature of Reporting Person

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 PSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.
- 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 **(2)** PSUs was March 1, 2016.
- Disposition of shares exempt under Rule 16b-3 as payment of tax liability to Company by delivery or withholding securities incident to **(3)** vesting of restricted stock shares.
- Each RSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.
- (5) The last vesting date for these RSUs was March 1, 2016.

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- (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, 2017.
- (7) The remaining portion of these RSUs will vest on March 1, 2017.
- (8) The remaining portion of these RSUs will vest in installments on March 1, 2017 and March 1, 2018.
- (9) 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, 2017 and March 1, 2018.

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.