Edgar Filing: ATKINS BETSY S - Form 4

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Form 4	1313											
August 13, 20)10											
FORM	4	о статро	SECUD	ITIES AI		TT A P	NCE	COMMISSION	r	PPROVAL		
	UNITE	DSIAIES		hington,			NGE		OMB Number:	3235-0287		
Check this if no longe	-r	x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								January 31, 2005		
subject to Section 16 Form 4 or	SECURITIES						Estimated a burden hou response	irs per				
Form 5 obligation may contin <i>See</i> Instruct 1(b).	s Section 1	7(a) of the		ility Hold	ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	'n			
(Print or Type R	esponses)											
1. Name and Address of Reporting Person <u>*</u> ATKINS BETSY S			2. Issuer Name and Ticker or Trading Symbol SUNPOWER CORP [SPWRA]				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)											
C/O SUNPOWER CORPORATION, 3939 NORTH FIRST STREET			3. Date of Earliest Transaction(Month/Day/Year)08/11/2010					X Director Officer (give below)	ficer (give title 0ther (specify below)			
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
	· · · · · · · · · · · · · · · · · · ·				(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
SAN JOSE,	CA 95134							Person	viore than One R	eporting		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned		
(Instr. 3) any		on Date, if	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5))	SecuritiesIBeneficially0OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial			
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Class A Common Stock	08/11/2010			М	4,842	A	\$0	14,311	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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

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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. Transacti Code (Instr. 8)	orDerivati Securitio Acquire Dispose	5. Number of rDerivative6. Date Exerce Expiration D (Month/Day/ Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	e Underlying	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (RSUs)	<u>(1)</u>	08/11/2010		А	4,842		(2)	(2)	Class A Common Stock	4,842
Restricted Stock Units (RSUs)	<u>(1)</u>	08/11/2010		М		4,842	(2)	(2)	Class A Common Stock	4,842

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
ATKINS BETSY S C/O SUNPOWER CORPORATION 3939 NORTH FIRST STREET SAN JOSE, CA 95134	Х							
Signatures								
Jia Liu, as attorney-in-fact for Betsy S Atkins	S.	08/13/2010						
**Signature of Reporting Person		Date						
Evaluation of Responses:								

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 Registrant's Class A Common Stock once vested.
- (2) The RSUs were automatically granted and vested immediately on August 11, 2010 under the non-employee director compensation policy approved and adopted by Issuer's Board of Directors on August 6, 2009.

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.