

BOYNTON CHARLES D

Form 3

March 13, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â BOYNTON CHARLES D

(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/06/2012

3. Issuer Name and Ticker or Trading Symbol
SUNPOWER CORP [SPWR]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other (specify below)

Acting CFO

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

C/O SUNPOWER CORPORATION,Â 77 RIO ROBLES

(Street)

SAN JOSE,Â CAAÂ 95134

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

2,005

D Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units (RSUs)	Â <u>(2)</u>	Â <u>(2)</u>	Common	20,000	\$ <u>(1)</u>	D	Â
Restricted Stock Units (RSUs)	Â <u>(3)</u>	Â <u>(3)</u>	Common	6,907	\$ <u>(1)</u>	D	Â
Restricted Stock Units (RSUs)	Â <u>(4)</u>	Â <u>(4)</u>	Common	20,000	\$ <u>(1)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYNTON CHARLES D C/O SUNPOWER CORPORATION 77 RIO ROBLES SAN JOSE, CA 95134	Â	Â	Â Acting CFO	Â

Signatures

Karla Rogers, as attorney-in-fact for Charles Boynton

03/13/2012

****Signature of Reporting Person**

Date _____

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 Issuer's Common Stock upon vesting.
- (2) The RSUs vest in two equal installments on each of August 5, 2012 and August 5, 2013.
- (3) The RSUs vest in two equal installments on each of March 1, 2013 and March 1, 2014.
- (4) The RSUs shall vest in three equal installments on each of June 1, 2012, June 1, 2013 and June 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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