

SUNPOWER CORP
Form 4
March 03, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**MAHAFFEY KENNETH
LAWRENCE**

(Last) (First) (Middle)

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)
03/01/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

EVP & General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/01/2017		M		1,630	A \$ 0 71,374	D
Common Stock	03/01/2017		M		920	A \$ 0 72,294	D
Common Stock	03/01/2017		M		2,927	A \$ 0 75,221	D
Common Stock	03/01/2017		M		833	A \$ 0 76,054	D
Common Stock	03/01/2017		M		2,125	A \$ 0 78,179	D

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Common Stock	03/01/2017	M	600	A	\$ 0	78,779	D
Common Stock	03/01/2017	F ⁽¹⁾	714	D	\$ 8.4	78,065	D
Common Stock	03/01/2017	F ⁽¹⁾	403	D	\$ 8.4	77,662	D
Common Stock	03/01/2017	F ⁽¹⁾	1,228	D	\$ 8.4	76,434	D
Common Stock	03/01/2017	F ⁽¹⁾	306	D	\$ 8.4	76,128	D
Common Stock	03/01/2017	F ⁽¹⁾	780	D	\$ 8.4	75,348	D
Common Stock	03/01/2017	F ⁽¹⁾	221	D	\$ 8.4	75,127	D

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

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(9-02)

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 Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (RSUs)	<u>(2)</u>	03/01/2017		M	1,630	<u>(3)</u> <u>(3)</u>	Common Stock	1,630
Restricted Stock Units (RSUs)	<u>(2)</u>	03/01/2017		M	920	<u>(3)</u> <u>(3)</u>	Common Stock	920
Restricted Stock	<u>(2)</u>	03/01/2017		M	2,927	<u>(4)</u> <u>(4)</u>	Common Stock	2,927

Units
(RSUs)

Restricted
Stock
Units
(RSUs)

(2)

03/01/2017

M

833

(4)

(4)

Common
Stock

833

\$

Restricted
Stock
Units
(RSUs)

(2)

03/01/2017

M

2,125

(5)

(5)

Common
Stock

2,125

\$

Restricted
Stock
Units
(RSUs)

(2)

03/01/2017

M

600

(5)

(5)

Common
Stock

600

\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

MAHAFFEY KENNETH LAWRENCE
77 RIO ROBLES
SAN JOSE, CA 95134

EVP & General Counsel

Signatures

Lauren Walz, as attorney-in-fact for Kenneth L
Mahaffey

03/03/2017

**Signature of Reporting Person

Date

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) Disposition of shares exempt under Rule 16b-3 as payment of tax liability to Company by delivery or withholding securities incident to vesting of restricted stock shares.
- (2) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.
- (3) The last vesting date for these RSUs was on March 1, 2017.
- (4) The remaining portion of these RSUs will vest on March 1, 2018.
- (5) The remaining RSUs shall vest in equal installments on each of March 1, 2018, March 1, 2019 and March 1, 2020.

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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