SUNPOWER CORP

Form 4

December 10, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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 * TOTAL ENERGIES NOUVELLES **ACTIVITES USA**

(Last)

(City)

(Instr. 3)

(First)

(Middle)

24 COURS MICHELET

(Street)

2. Issuer Name and Ticker or Trading Symbol

SUNPOWER CORP [SPWR]

3. Date of Earliest Transaction (Month/Day/Year)

12/09/2015

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

92800 PUTEAUX, FRANCE

1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if

(State)

(Zip)

TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

4. Securities Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

5. Amount of Securities Beneficially Owned Following Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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.

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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 Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

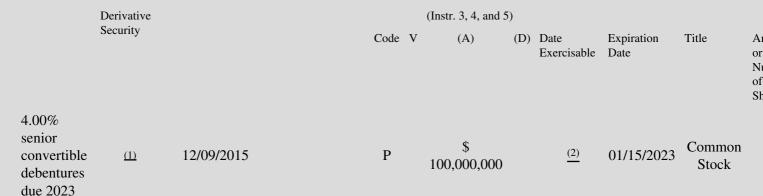
Execution Date, if (Month/Day/Year)

5. Number of 4. TransactionDerivative Securities Code Acquired (A) or (Instr. 8) Disposed of (D)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amo Underlying Secu (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

TOTAL ENERGIES NOUVELLES ACTIVITES USA
24 COURS MICHELET

92800 PUTEAUX, FRANCE

Signatures

Reporting Person

s/ Marc de
Lataillade

**Signature of 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).
- The 4.00% senior convertible debentures due 2023 (the "Debentures") are convertible into shares of SunPower's common stock at any time based on an initial conversion rate of 32.7568 shares of common stock per \$1,000 aggregate principal amount of Debentures.
- (2) The Debentures are convertible at any time.
- (3) The Debentures held by the Reporting Person are initially convertible into 3,275,680 shares of SunPower's common stock.
- (4) Total Energies Nouvelles Activites USA is a wholly owned subsidiary of Total S.A. As a result, Total S.A. may be deemed to be a beneficial owner of the securities held by Total Energies Nouvelles Activites USA.

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.

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