

SUNPOWER CORP
Form 4
March 03, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wenger Howard

(Last) (First) (Middle)

C/O SUNPOWER CORPORATION, 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)
03/01/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Business Units

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/01/2016 | | M | | 32,036 | A | \$ 0 |
| Common Stock | 03/01/2016 | | M | | 23,334 | A | \$ 0 |
| Common Stock | 03/01/2016 | | M | | 7,046 | A | \$ 0 |
| Common Stock | 03/01/2016 | | M | | 5,667 | A | \$ 0 |
| Common Stock | 03/01/2016 | | M | | 6,666 | A | \$ 0 |

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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 | <u>F(3)</u> | 13,389 | D | \$ 23.68 | 228,716 | D |
| Common Stock | 03/01/2016 | <u>F(3)</u> | 3,677 | D | \$ 23.68 | 225,039 | D |
| Common Stock | 03/01/2016 | <u>F(3)</u> | 3,681 | D | \$ 23.68 | 221,358 | D |
| Common Stock | 03/01/2016 | <u>F(3)</u> | 2,331 | D | \$ 23.68 | 219,027 | D |
| Common Stock | 03/01/2016 | <u>F(3)</u> | 348 | D | \$ 23.68 | 218,679 | D |
| Common Stock | 03/01/2016 | <u>F(3)</u> | 12,176 | D | \$ 23.68 | 206,503 | D |
| Common Stock | 03/01/2016 | <u>F(3)</u> | 2,958 | D | \$ 23.68 | 203,545 | D |
| Common Stock | 03/01/2016 | <u>F(3)</u> | 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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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance-Based Restricted Stock | <u>(1)</u> | 03/01/2016 | | M | 32,036 | <u>(2)</u> / <u>(2)</u> | Common Stock |

Units (PSUs)

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | 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 Wenger

03/03/2016

 **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) Each PSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.
- (2) 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 PSUs was March 1, 2016.
- (3) 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.
- (4) 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.

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