

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>WERNER THOMAS H</u>	2. Date of Event Requiring Statement (Month/Day/Year) 11/16/2005	3. Issuer Name and Ticker or Trading Symbol <u>SUNPOWER CORP [SPWR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 11/16/2005
(Last) (First) (Middle) 430 INDIO WAY			
(Street) SUNNYVALE CA 94085			
(City) (State) (Zip)			
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			

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)
---------------------------------	---	--	---

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 Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	(1)	06/09/2013	Class A Common Stock	535,000	0.5	D	
Employee Stock Option (right to buy)	(2)	06/17/2014	Class A Common Stock	640,300	3.3	D	
Employee Stock Option (right to buy)	(3)	03/17/2015	Class A Common Stock	250,000	3.3	D	

Explanation of Responses:

- The option is immediately exercisable as to 225,000 shares and becomes exercisable as to the remaining 310,000 shares at a rate of 10,000 shares per month over the next 31 months.
- The option became exercisable as to 20% of the shares on June 17, 2005, and becomes exercisable as to 1/60th of the shares monthly thereafter.
- The option becomes exercisable as to 20% of the shares on March 17, 2006, and becomes exercisable as to 1/60th of the shares monthly thereafter.

Remarks:

This amended Form 3 is being filed to correct the vesting on the 535,000 share option held by the reporting person.

/s/ Thomas Werner

11/22/2005

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.