SEC Form 3

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name **and** Ticker or Trading Symbol
RODGERS THURMAN J (Last) (First) (Middle) 3901 N. FIRST ST. (Street) SAN JOSE CA 95134 (City) (State) (Zip)	11/16/2005	SUNPOWER CORP [SPWR]
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title below) Other (specify below)
		5. If Amendment, Date of Original Filed (Month/Day/Year)
		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 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			
Series One Preferred Stock	(1)	(1)	Class A Common Stock	6,060,181	(1)	I	By Cypress Semiconductor Corporation
Series One Preferred Stock	(1)	(1)	Class A Common Stock	397,349	(1)	I	By Cypress Semiconductor Corporation
Series Two Preferred Stock	(1)	(1)	Class A Common Stock	16,000,000	(1)	I	By Cypress Semiconductor Corporation
Class B Common Stock	(2)	(2)	Class A Common Stock	29,575,757	(2)	I	By Cypress Semiconductor Corporation

Explanation of Responses:

1. Converts into Class B Common Stock upon completion of the effectiveness of the initial public offering on a one-for-one basis. Each share of Class B Common Stock is convertible into Class A Common Stock upon the election of the holder on a one-for-one basis.

2. Converts into Class A Common Stock upon the election of the holder on a one-for-one basis.

/s/ Thurman J. Rodgers 11/16/2005

** 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.