
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1) of
the Securities Exchange Act of 1934
(Amendment No. 4)**

SunPower Corporation

(Name of Subject Company – Issuer)

Total Gas & Power USA, SAS

an indirect wholly-owned subsidiary of

TOTAL S.A.

(Names of Filing Persons – Offeror)

**CLASS A COMMON STOCK, PAR VALUE \$0.001 PER SHARE
CLASS B COMMON STOCK, PAR VALUE \$0.001 PER SHARE**

(Title of Class of Securities)

867652109

867652307

(CUSIP Number of Class of Securities)

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CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$1,380,222,300	\$160,244

- * Estimated for purposes of calculating the amount of the filing fee only. The transaction valuation was calculated by multiplying 34,144,400 shares of Class A Common Stock and 25,220,000 shares of Class B Common stock, which is 59,364,400 total shares of common stock, by the offer price of \$23.25 per share of common stock of SunPower.
- ** Estimated for purposes of calculating the amount of the filing fee only. The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934 by multiplying the transaction value by .0001161.
- ☒ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and date of its filing.

Amount Previously Paid: \$160,244 Filing Party: Total Gas & Power USA, SAS and TOTAL S.A.
Form or Registration No.: Schedule TO Date Filed: May 3, 2011

- ☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☒ third-party tender offer subject to Rule 14d-1.
- ☐ issuer tender offer subject to Rule 13e-4.
- ☐ going-private transaction subject to Rule 13e-3.
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- ☐ Rule 13e-4(i) (cross-border issuer tender offer).
- ☐ Rule 14d-1(d) (cross-border third-party tender offer).

This Amendment No. 4 (this “**Amendment**”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on May 3, 2011 (as amended, supplement or modified from time to time, the “**Schedule TO**”) by Total S.A., a *société anonyme* organized under the laws of the Republic of France (“**Total**”), and Total Gas & Power USA, SAS, a *société par actions simplifiée* organized under the laws of the Republic of France and an indirect wholly owned subsidiary of Total (“**Purchaser**”). The Schedule TO relates to the offer by Purchaser to purchase up to 34,144,400 shares of Class A Common Stock, par value \$0.001 per share, of SunPower Corporation, a Delaware corporation (“**SunPower**”), together with the associated preferred stock purchase rights issued in connection with and subject to the Rights Agreement (the “**Rights Agreement**”), dated as of August 12, 2008, by and between SunPower and Computershare Trust Company, N.A., as amended (the “**Class A Shares**”), and up to 25,220,000 shares of Class B Common Stock, par value \$0.001 per share, of SunPower, together with the associated preferred stock purchase rights issued in connection with and subject to the Rights Agreement (the “**Class B Shares**” and together with the Class A Shares, the “**Shares**”), for \$23.25 per Share, net to the holder thereof in cash (the “**Offer Price**”), without interest and less applicable withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 3, 2011 (as amended, supplemented or otherwise modified from time to time, the “**Offer to Purchase**”) and the related Letter of Transmittal (as amended, supplemented or otherwise modified from time to time, the “**Letter of Transmittal**”), copies of which are attached as Exhibits (a)(1)(A) and (a)(1)(B) to the Schedule TO, respectively (which collectively constitute the “**Offer**”).

The information set forth in the Offer to Purchase is hereby incorporated by reference in answer to Items 1 through 11 of the Schedule TO and is amended, supplemented and modified by the information specifically provided in this Amendment. All capitalized terms used in this Amendment but not otherwise defined herein have the meanings given to them in the Offer to Purchase.

The items of the Schedule TO set forth below are hereby amended and supplemented as follows:

Item 11. Additional Information.

At 12:00 midnight, New York City time, on Tuesday, June 14, 2011, the Offer expired. Purchaser has accepted for payment 30,220,701 Class A Shares and 25,220,000 Class B Shares at a purchase price of \$23.25 per share for a total cost of approximately \$1.3 billion.

Pursuant to the terms of the Offer, the tender with respect to the Class B Shares is subject to proration, as more than 60% of the Class B Shares were tendered. The tender with respect to the Class A Shares will be subject to proration only if the actual number of Class A Shares validly tendered and not withdrawn after the expiration of the guaranteed delivery period exceeds 60 percent of the Class A Shares at the close of business on June 13, 2011. If the actual number of Class A Shares validly tendered and not withdrawn after the expiration of the guaranteed delivery period exceeds 34,144,400, then Purchaser intends to accept for payment that number of Class A Shares that represents approximately 60% of the Class A Shares outstanding at the close of business on June 13, 2011. Purchaser intends to return all Shares not accepted for payment to the stockholder that tendered such Shares, or, in the case of tendered Shares delivered by book-entry transfer, credit such Shares to the account at the book-entry transfer facility from which the transfer had previously been made, promptly after the expiration of the Offer.

On June 15, 2011, Total and Purchaser issued a press release announcing the preliminary results of the Offer. The full text of the press release is set forth as Exhibit (a)(1)(J) hereto and is incorporated by reference herein.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended, supplemented and modified to add the following exhibit:

(a)(1)(J) Press release dated June 15, 2011.**

** Filed herewith.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 15, 2011

TOTAL S.A.

By: /s/ Jérôme Schmitt

Name: Jérôme Schmitt

Title: Treasurer

TOTAL GAS & POWER USA, SAS

By: /s/ Arnaud Chaperon

Name: Arnaud Chaperon

Title: Chairman

EXHIBIT INDEX

- (a)(1)(A) Offer to Purchase, dated May 3, 2011.* †
- (a)(1)(B) Letter of Transmittal (including Substitute Form W-9).* †
- (a)(1)(C) Notice of Guaranteed Delivery.* †
- (a)(1)(D) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.* †
- (a)(1)(E) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.* †
- (a)(1)(F) Press Release, issued on April 28, 2011, incorporated herein by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by SunPower on April 28, 2011.
- (a)(1)(G) Form of Summary Advertisement as published on May 3, 2011 in The Wall Street Journal.*
- (a)(1)(H) Press release dated May 24, 2011.*
- (a)(1)(I) Press release dated June 7, 2011.*
- (a)(1)(J) Press release dated June 15, 2011.**
- (b) Not applicable.
- (d)(1) Tender Offer Agreement, dated as of April 28, 2011, by and between Purchaser and SunPower, incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by SunPower on May 2, 2011.
- (d)(2) Credit Support Agreement, dated as of April 28, 2011, by and between Total and SunPower, incorporated herein by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by SunPower on May 2, 2011.
- (d)(3) Affiliation Agreement, dated as of April 28, 2011, by and between Purchaser and SunPower, incorporated herein by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by SunPower on May 2, 2011.
- (d)(4) Registration Rights Agreement, dated as of April 28, 2011, by and between Purchaser and SunPower, incorporated herein by reference to Exhibit 10.6 to the Current Report on Form 8-K filed by SunPower on May 2, 2011.
- (d)(5) Research & Collaboration Agreement, dated as of April 28, 2011, by and between Purchaser and SunPower, incorporated herein by reference to Exhibit 10.5 to the Current Report on Form 8-K filed by SunPower on May 2, 2011.
- (d)(6) Guaranty, dated as of April 28, 2011, by and between Total and SunPower, incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by SunPower on May 2, 2011.
- (d)(7) Guaranty, dated as of April 28, 2011, by and between Total and SunPower, incorporated herein by reference to Exhibit 10.4 to the Current Report on Form 8-K filed by SunPower on May 2, 2011.
- (d)(8) Confidentiality Agreement, as amended and restated, dated as of November 4, 2010 by and between Total Gas & Power Ventures SAS and SunPower.*
- (d)(9) Amendment to Tender Offer Agreement, dated as of June 7, 2011, by and between Purchaser and SunPower[, incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by SunPower on June 7, 2011].
- (d)(10) Amendment to Affiliation Agreement, dated as of June 7, 2011, by and between Purchaser and SunPower[, incorporated herein by reference to Exhibit 2.2 to the Current Report on Form 8-K filed by SunPower on June 7, 2011].
- (d)(11) Amendment to Credit Support Agreement, dated as of June 7, 2011, by and between Purchaser and SunPower[, incorporated herein by reference to Exhibit 2.3 to the Current Report on Form 8-K filed by SunPower on June 7, 2011].
- (d)(12) Amendment to Research & Collaboration Agreement, dated as of June 7, 2011, by and between Purchaser and SunPower[, incorporated herein by reference to Exhibit 2.4 to the Current Report on Form 8-K filed by SunPower on June 7, 2011].
- (g) Not applicable.
- (h) Not applicable.

* Previously filed.

† Included in mailing to stockholders.

** Filed herewith.

Total and SunPower Partner to create a new global leader in the Solar Industry

Success of Friendly Tender Offer – Preliminary Results

PARIS and SAN JOSE, Calif., June 15, 2011 – Total (CAC: TOTF.PA) and SunPower Corp. (NASDAQ: SPWRA, SPWRB) today announced the success of Total’s all-cash tender on SunPower to create a new global leader in the solar industry.

“Today marks a new stride-forward for Total in the solar power industry,” said Philippe Boisseau, president, Total Gas & Power. “To insure the long-term viability of solar energy, the marketplace requires global integrated industrial players that are financially stable and committed to advancing cutting-edge technology. By combining the strengths of both groups, we have created a remarkable asset: SunPower will be the centrepiece of the solar activities of Total.”

“Total’s transformational investment in SunPower significantly strengthens our company, accelerates our success in a broader marketplace and enhances our R&D efforts, which are known for producing world record-breaking efficiency technology,” said Tom Werner, SunPower president and CEO. “By combining our complementary strengths, SunPower and Total will change the way the world is powered.”

Total has accepted for payment 30,220,701 shares of Class A common stock and 25,220,000 shares of Class B common stock at a purchase price of \$23.25 per share for a total cost of approximately \$1.3 billion. Adjustments will have to be made after the expiration of the guaranteed delivery period on June 17, 2011.

Transaction details

Based on the preliminary count by Computershare Trust Company, N.A., the depositary for the offer, 30,220,701 shares (approximately 52.2 percent) of Class A common stock and 31,208,640 shares (approximately 74.2 percent) of Class B common stock were validly tendered and not properly withdrawn. In addition, 16,964,440 shares (approximately 29.3 percent) of Class A common stock and 16,690,665 shares (approximately 39.7 percent) of Class B common stock were tendered pursuant to guaranteed delivery procedures, which permit shares to be delivered by the holder to the depositary by the expiration of the guaranteed delivery period on June 17, 2011. The tender offer expired at 12:00 midnight, New York City time, on Tuesday, June 14, 2011.*

Accordingly, Total has accepted for payment 30,220,701 shares of Class A common stock and 25,220,000 shares of Class B common stock at a purchase price of \$23.25 per share for a total cost of approximately \$1.3 billion. If the actual number of shares of Class A common stock validly tendered and not withdrawn after the expiration of the guaranteed delivery period exceeds 34,144,400, then Total intends to exercise its right to purchase additional shares at a price of \$23.25 per share, up to a maximum of 60 percent of the shares of SunPower’s Class A common stock outstanding at the close of business on June 13, 2011.

* Shareholders tendering through guaranteed delivery procedures may have also tendered the same shares through the regular tender procedures. This is the reason why preliminary results reflect more than 100 percent of Class B common stock having been tendered.

The tender with respect to SunPower’s Class B common stock is subject to proration, as more than 60 percent of SunPower’s Class B common stock was tendered. The tender with respect to SunPower’s Class A common stock will be subject to proration only if the actual number of shares of Class A common stock validly tendered and not withdrawn after the expiration of the guaranteed delivery period exceeds 60 percent of SunPower’s Class A common stock at the close of business on June 13, 2011. Based upon the preliminary count, and assuming no shares tendered pursuant to guaranteed delivery procedures are properly delivered, there will be no proration factor for the Class A common stock and the proration factor will be approximately 80.8 percent for the Class B common stock. Assuming all shares tendered pursuant to guaranteed delivery procedures are properly delivered, the proration factor will be approximately 73.6 percent for the Class A common stock and 52.7 percent for the Class B common stock.

The number of shares tendered and not properly withdrawn and the proration factors are preliminary and are subject to verification by Computershare Trust Company, N.A., the depositary for the tender offer and the proper delivery of all shares tendered (including shares currently tendered pursuant to guaranteed delivery procedures). The actual number of shares validly tendered and not properly withdrawn and the final proration factor will be announced promptly following completion of the verification process. Promptly after such announcement, the depositary will issue payment for the shares validly tendered and accepted for purchase under the tender offer and will return all other tendered shares.

Following the completion of the transaction, SunPower’s shares will continue to trade on NASDAQ under the symbols “SPWRA” and “SPWRB.”

About SunPower

SunPower Corporation (Nasdaq: SPWRA, SPWRB) designs, manufactures and delivers the highest efficiency, highest reliability solar panels and systems available today. Residential, business, government and utility customers rely on the company’s quarter century of experience and guaranteed performance to provide maximum return on investment throughout the life of the solar system. Headquartered in San Jose, Calif., SunPower has offices in North America, Europe, Australia and Asia. For more information, visit www.sunpowercorp.com.

About Total

Total is one of the world’s major oil and gas groups, with activities in more than 130 countries. Its 93,000 employees put their expertise to work in every part of the industry – exploration and production of oil and natural gas, refining and marketing, gas & power and trading. Total is working to keep the world supplied with energy, both today and tomorrow. The Group is also a first rank player in chemicals.

As an energy producer and provider, Total is striving to diversify its supply to help meet growing energy demand in the long term. The Group is notably investing and actively taking part in a number of renewable R&D projects, such as solar and biofuels.

Total has been active in solar energy since 1983. Through its joint venture affiliates Tenesol and Photovoltech, Total has built strong expertise all along the photovoltaic solar power chain to make this technology more reliable, efficient and competitive. Tenesol is a leading French solar panel manufacturer with an industrial footprint in Toulouse (France) and Cape Town (South Africa). Total is also a large minority shareholder in US technology companies like Konarka, which develops products based on organic solar technologies, and AE Polysilicon, which specializes in a new solar polysilicon production technology. For more information, visit www.Total.com.

SunPower Forward-Looking Statements

Any statements contained in this press release that are not historical facts, and the assumptions underlying such statements, are forward-looking statements as defined in the U.S. Private Securities Litigation Reform Act of 1995. Words such as “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “intend,” “may,” “plan,” “project,” “predict,” “should” and “will” and similar expressions as they relate to SunPower are intended to identify such forward-looking statements. All forward-looking statements are subject to various risks and uncertainties that could cause actual results to differ materially from expectations. Forward-looking statements in this press release include statements regarding the results of the tender offer and the benefits and effects of the transaction. Actual events or results may differ materially from those described in this release due to a number of risks and uncertainties. These potential risks and uncertainties include, among others, the risks detailed in SunPower filings with the SEC, including those discussed in SunPower’s annual report on Form 10-K for the year ended January 2, 2011 and quarterly report on Form 10-Q for the quarter ended April 3, 2011, which is on file with the SEC and available at the SEC’s website at www.sec.gov. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of their dates. SunPower is not obligated, and does not intend, to update these forward-looking statements to reflect events or circumstances after the date of this release.

Total Forward-Looking Statements

This document may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the solar energy industry, the tender offer and related transactions and the financial condition, results of operations, business, strategy and plans of Total, including SunPower as a consolidated subsidiary of Total. Such statements are based on a number of assumptions that could ultimately prove inaccurate, and are subject to a number of risk factors, including currency fluctuations, the price of petroleum products, the ability to realize cost reductions and operating efficiencies without unduly disrupting business operations, environmental regulatory considerations and general economic and business conditions. Total does not assume any obligation to update publicly any

forward looking statement, whether as a result of new information, future events or otherwise. Factors that could cause actual results to differ materially include the following: the inability to identify and realize the anticipated benefits of the transaction, the risk that our respective businesses will suffer due to the transaction, and the competitive environment in the solar industry and competitive responses to the transaction. Further information on factors which could affect the company's financial results is provided in documents filed by the Group with the French Autorité des Marchés Financiers and the U.S. Securities and Exchange Commission.

SunPower is a registered trademark of SunPower Corp. All other trademarks are the property of their respective owners.

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