

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>RODGERS THURMAN J</u>  (Last) (First) (Middle) 3901 N. FIRST ST.  (Street) FREMONT CA 94538  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SUNPOWER CORP [ SPWR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/22/2005	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series One Preferred Stock	(1)	11/22/2005		C		12,120,362		11/29/2005	(2)	Common Stock <sup>(1)</sup>	6,060,181	\$0	52,033,287	I	By Cypress Semiconductor Corporation
Series One Preferred	(1)	11/22/2005		C		794,698		11/29/2005	(2)	Common Stock <sup>(1)</sup>	397,349	\$0	52,033,287	I	By Cypress Semiconductor Corporation
Series Two Preferred Stock	(1)	11/22/2005		C		32,000,000		11/29/2005	(2)	Common Stock <sup>(1)</sup>	16,000,000	\$0	52,033,287	I	By Cypress Semiconductor Corporation
Class B Preferred Stock	(3)	11/22/2005		A		6,060,181		11/29/2005	(2)	Common Stock <sup>(3)</sup>	6,060,181	\$0	52,033,287	I	By Cypress Semiconductor Corporation
Class B Preferred Stock	(3)	11/22/2005		A		397,349		11/29/2005	(2)	Common Stock <sup>(3)</sup>	397,349	\$0	52,033,287	I	By Cypress Semiconductor Corporation
Class B Preferred Stock	(3)	11/22/2005		A		16,000,000		11/29/2005	(2)	Common Stock <sup>(3)</sup>	16,000,000	\$0	52,033,287	I	By Cypress Semiconductor Corporation

**Explanation of Responses:**

- Converts into Class B Common Stock on a one-for-two 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.
- These securities have no expiration date.
- Converts into Class A Common Stock upon the election of the holder on a one-for-one basis.

/s/ Thurman J. Rogers 11/29/2005  
 \*\* 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 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).

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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