

☐ 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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>RODGERS THURMAN J</u> (Last) (First) (Middle) <u>3901 N. FIRST ST.</u> (Street) <u>FREMONT CA 94538</u> (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) <u>11/22/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 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	Amount or Number of Shares				
Series One Preferred Stock	(1)	11/22/2005		C			12,120,362	11/29/2005	(2)	Common Stock ⁽¹⁾	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 ⁽¹⁾	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 ⁽¹⁾	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 ⁽³⁾	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 ⁽³⁾	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 ⁽³⁾	16,000,000	\$0	52,033,287	I	By Cypress Semiconductor Corporation

Explanation of Responses:

1. 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.
2. These securities have no expiration date.
3. Converts into Class A Common Stock upon the election of the holder on a one-for-one basis.

/s/ Thurman J. Rogers11/29/2005

** Signature of Reporting PersonDate

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.

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.