

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* <b>SAC CAPITAL ASSOCIATES LLC</b>  (Last) (First) (Middle) <b>P.O. BOX 58, VICTORIA HOUSE, THE VALLEY</b>  (Street) <b>ANGUILLA, BRITISH WEST INDIES</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>SUNPOWER CORP [ SPWR ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/26/2006</b>	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock par value 0.001 per share	01/26/2006		P		10,000	A	\$34.93	390,000	I <sup>(1)</sup>	see footnote <sup>(2)</sup>
Class A Common Stock par value 0.001 per share <sup>(3)</sup>	01/26/2006		P		10,000	A	\$35.06	400,000	D <sup>(1)</sup>	

**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					
Call (right to buy)	\$45	01/26/2006		P		1,500		01/26/2006	02/18/2006	Class A Common Stock par value 0.001 per share	\$0.26	669,100	I	see footnote <sup>(2)</sup>
Call (right to buy)	\$45	02/02/2006		S			1,500	01/26/2006	02/18/2006	Class A Common Stock par value 0.001 per share	\$0.15	519,100	I	see footnote <sup>(2)</sup>

**Explanation of Responses:**

1. S.A.C. Capital Associates, LLC ("Associates") and C.R. Intrinsic Investments, LLC ("Intrinsic"), each an Anguillan limited liability company, directly each own Class A Common Stock of the Issuer. Intrinsic is a wholly owned subsidiary of Associates. At 2:55 p.m., Eastern Standard Time, on January 26, 2006, Associates had beneficial ownership of 899,100 shares of Class A Common Stock of the Issuer. For purposes of this filing, the Reporting Person has calculated the aggregate number of outstanding shares of the Issuer's Class A Common Stock as 8,906,652, based on the Form 8-K, dated January 26, 2005, which reported 8,830,000 then outstanding shares, and the prospectus of the Issuer, dated November 16, 2005, which reported an additional 76,652 shares outstanding.

2. The securities to which this report relates are held by Associates and Intrinsic. In accordance with Instruction 5(b)(iv), the entire amount of the Issuer's securities held by Associates and Intrinsic is reported herein. The Reporting Person disclaims any beneficial ownership of any of the Issuer's securities to which this report relates for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, except to the extent of its direct or indirect pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

3. See Exhibit 99 for a continuation of this table

**Remarks:**

Exhibit List Exhibit 99 - Table I (cont'd) - Non-Derivative Securities Acquired Disposed of or Beneficially Owned

/s/ Peter Nussbaum (as  
Authorized Person on behalf  
of S.A.C. Capital Associates  
LLC) 02/03/2006

\*\* 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.

**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.**

1. Name and Address of Reporting Person: S.A.C. Capital Associates, LLC  
P.O. Box 58, Victoria House, The Valley, Anguilla, British West Indies

2. Issuer Name and Ticker or Trading Symbol: SunPower Corporation ("SPWR")

**Exhibit 99**

**Table I (cont'd) - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date	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			
Class A Common Stock, par value \$0.001 per share	1/26/2006		P		10000	(A)	35.06	410000	I(1)	(2)
Class A Common Stock, par value \$0.001 per share	1/26/2006		P		1700	(A)	35.00	411700	D(1)	
Class A Common Stock, par value \$0.001 per share	1/26/2006		P		1699	(A)	35.00	413399	I(1)	(2)
Class A Common Stock, par value \$0.001 per share	1/26/2006		P		15	(A)	35.02	413414	D(1)	
Class A Common Stock, par value \$0.001 per share	1/26/2006		P		15	(A)	35.02	413429	I(1)	(2)
Class A Common Stock, par value \$0.001 per share	1/26/2006		P		600	(A)	35.12	414029	D(1)	
Class A Common Stock, par value \$0.001 per share	1/26/2006		P		600	(A)	35.12	414629	I(1)	(2)
Class A Common Stock, par value \$0.001 per share	1/26/2006		P		1000	(A)	35.16	415629	D(1)	
Class A Common Stock, par value \$0.001 per share	1/26/2006		P		1000	(A)	35.16	416629	I(1)	(2)
Class A Common Stock, par value \$0.001 per share	1/26/2006		P		1500	(A)	35.25	418129	D(1)	
Class A Common Stock, par value \$0.001 per share	1/26/2006		P		1500	(A)	35.25	419629	I(1)	(2)
Class A Common Stock, par value \$0.001 per share	1/26/2006		P		186	(A)	35.29	419815	D(1)	
Class A Common Stock, par value \$0.001 per share	1/26/2006		P		185	(A)	35.29	420000	I(1)	(2)
Class A Common Stock, par value \$0.001 per share	1/26/2006		P		150	(A)	35.42	420150	D(1)	
Class A Common Stock, par value \$0.001 per share	1/26/2006		P		150	(A)	35.42	420300	I(1)	(2)
Class A Common Stock, par value \$0.001 per share	1/26/2006		P		1350	(A)	35.44	421650	D(1)	
Class A Common Stock, par value \$0.001 per share	1/26/2006		P		1350	(A)	35.44	423000	I(1)	(2)

Class A Common Stock, par value \$0.001 per share	1/26/2006	P	3499 (A)	35.50	426499	D(1)
Class A Common Stock, par value \$0.001 per share	1/26/2006	P	8501 (A)	35.50	435000	I(1) (2)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-2509 (D)	37.16	432491	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-300 (D)	36.90	432191	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-100 (D)	36.91	432091	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-1187 (D)	36.95	430904	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-4600 (D)	37.00	426304	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-1304 (D)	37.15	425000	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	100 (A)	36.43	425100	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	4607 (A)	36.60	429707	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	2050 (A)	36.61	431757	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	3243 (A)	36.70	435000	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-1000 (D)	35.30	434000	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-100 (D)	35.31	433900	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-1499 (D)	35.32	432401	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-2401 (D)	35.30	430000	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-5000 (D)	35.39	425000	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-5000 (D)	36.20	420000	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-240 (D)	36.40	419760	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-4760 (D)	36.30	415000	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	10000 (A)	36.31	425000	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	500 (A)	36.51	425500	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	100 (A)	36.71	425600	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	3090 (A)	36.47	428690	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	3500 (A)	36.61	432190	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	2810 (A)	36.61	435000	D(1)

Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-4150 (D)	36.61	430850	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-200 (D)	36.65	430650	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-50 (D)	36.66	430600	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-500 (D)	36.67	430100	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-100 (D)	36.69	430000	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-4379 (D)	36.60	425621	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-200 (D)	36.59	425421	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-400 (D)	36.50	425021	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-21 (D)	36.52	425000	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-200 (D)	37.11	424800	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-100 (D)	37.12	424700	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-1129 (D)	37.15	423571	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-1000 (D)	37.19	422571	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-2571 (D)	37.11	420000	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	S	-5000 (D)	37.20	415000	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	100 (A)	37.42	415100	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	300 (A)	37.43	415400	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	2900 (A)	37.45	418300	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	1400 (A)	37.55	419700	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	5300 (A)	37.44	425000	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	541 (A)	37.38	425541	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	900 (A)	37.49	426441	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	200 (A)	37.50	426641	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	1000 (A)	37.54	427641	D(1)

Class A Common Stock, par value \$0.001 per share	1/27/2006	P	200 (A)	37.63	427841	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	700 (A)	37.66	428541	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	300 (A)	37.68	428841	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	300 (A)	37.71	429141	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	200 (A)	37.75	429341	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	1100 (A)	37.76	430441	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	874 (A)	37.75	431315	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	150 (A)	37.80	431465	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	100 (A)	37.85	431565	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	100 (A)	37.88	431665	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	310 (A)	37.89	431975	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	3025 (A)	37.90	435000	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	100 (A)	36.32	435100	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	900 (A)	36.35	436000	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	129 (A)	36.17	436129	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	59 (A)	36.18	436188	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	408 (A)	36.28	436596	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	100 (A)	36.30	436696	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	1900 (A)	36.31	438596	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	10 (A)	36.28	438606	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	600 (A)	36.29	439206	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	200 (A)	36.28	439406	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	2583 (A)	36.29	441989	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	1000 (A)	36.15	442989	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	182 (A)	36.19	443171	D(1)

Class A Common Stock, par value \$0.001 per share	1/27/2006	P	829 (A)	36.20	444000	D(1)
Class A Common Stock, par value \$0.001 per share	1/27/2006	P	1000 (A)	36.10	445000	D(1)