

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>NEESE MARTY T</u> (Last) (First) (Middle) <u>C/O SUNPOWER CORPORATION</u> <u>77 RIO ROBLES</u> (Street) <u>SAN JOSE</u> <u>CA</u> <u>95134</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SUNPOWER CORP [SPWR]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2015</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u> 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
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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			
Common Stock	03/01/2015		M		25,000	A	\$0	51,441	D	
Common Stock	03/01/2015		M		30,744	A	\$0	82,185	D	
Common Stock	03/01/2015		M		32,036	A	\$0	114,221	D	
Common Stock	03/01/2015		M		23,333	A	\$0	137,554	D	
Common Stock	03/01/2015		M		7,046	A	\$0	144,600	D	
Common Stock	03/01/2015		M		5,667	A	\$0	150,267	D	
Common Stock	03/01/2015		F ⁽³⁾		10,334	D	\$32.66	139,933	D	
Common Stock	03/01/2015		F ⁽³⁾		16,043	D	\$32.66	123,890	D	
Common Stock	03/01/2015		F ⁽³⁾		16,717	D	\$32.66	107,173	D	
Common Stock	03/01/2015		F ⁽³⁾		12,176	D	\$32.66	94,997	D	
Common Stock	03/01/2015		F ⁽³⁾		3,677	D	\$32.66	91,320	D	
Common Stock	03/01/2015		F ⁽³⁾		2,958	D	\$32.66	88,362	D	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units (RSUs)	(1)	03/01/2015		M		25,000	(2)	(2)	Common Stock	25,000	\$0	0	D	
Performance-Based Restricted Stock Units (PSUs)	(4)	03/01/2015		M		30,744	(5)	(5)	Common Stock	30,744	\$0	0	D	
Performance-Based Restricted Stock Units (PSUs)	(4)	03/01/2015		M		32,036	(6)	(6)	Common Stock	32,036	\$0	32,036	D	
Restricted Stock Units (RSUs)	(1)	03/01/2015		M		23,333	(7)	(7)	Common Stock	23,333	\$0	23,334	D	

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				
Performance-Based Restricted Stock Units (PSUs)	(4)	03/01/2015		M			7,046	(8)	(8)	Common Stock	7,046	\$0	14,092	D	
Restricted Stock Units (RSUs)	(1)	03/01/2015		M			5,667	(9)	(9)	Common Stock	5,667	\$0	11,333	D	

Explanation of Responses:

- 1. Each RSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.
- 2. The last vesting date for these RSUs was March 1, 2015.
- 3. Disposition of shares exempt under Rule 16b-3 as payment of tax liability to Company by delivery or withholding securities incident to vesting of restricted stock shares.
- 4. Each PSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.
- 5. The PSUs were earned based on performance in a prior year but were then subject to time-based vesting. The last vesting date for these PSUs was March 1, 2015.
- 6. The PSUs were earned based on performance in a prior year but were then subject to time-based vesting. The remaining portion of these PSUs will vest on March 1, 2016.
- 7. The remaining portion of these RSUs will vest on March 1, 2016.
- 8. The PSUs were earned based on performance in a prior year but were then subject to time-based vesting. The remaining portion of these PSUs will vest in installments on March 1, 2016 and March 1, 2017.
- 9. The remaining portion of these RSUs will vest in installments on March 1, 2016 and March 1, 2017.

[Karla Rogers, attorney-in-fact for Marty Neese](#)

03/03/2015

** 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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