

☐ 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

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| OMB APPROVAL                                 |           |
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|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>MAHAFFEY KENNETH LAWRENCE</u><br><br>(Last) (First) (Middle)<br><u>77 RIO ROBLES</u><br><br>(Street)<br><u>SAN JOSE</u> <u>CA</u> <u>95134</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>SUNPOWER CORP [ SPWR ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><div>Director10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below)Other (specify below)<div>EVP &amp; General Counsel</div></div> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/01/2016</u>        |   |
|   | 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 |  | Date Exercisable   | Expiration Date           | Title   | Amount or Number of Shares |  |  |   |  |
| Restricted Stock Units (RSUs)              | \$0 <sup>(1)</sup>                                     | 11/01/2016                           |  | A                              |   | 50,000   | 11/01/2017 <sup>(2)</sup>                                | 11/01/2020 <sup>(3)</sup> | Common Stock  | 50,000                     | \$0  | 50,000   | 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 RSUs shall vest in four equal installments on each of Nov 1, 2017, Nov 1, 2018, Nov 1, 2019, and Nov 1, 2020.
3. The RSUs shall vest in four equal installments on each of Nov 1, 2017, Nov 1, 2018, Nov 1, 2019 and Nov 1, 2020.

Selina Ibarra, Attorney-in-Fact  
for Kenneth L. Mahaffey

11/03/2016

\*\* 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.