

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>CYPRESS SEMICONDUCTOR CORP /DE/</u>	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/16/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>SUNPOWER CORP</u> [<u>SPWR</u>]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
		5. If Amendment, Date of Original Filed (Month/Day/Year) <u>11/16/2005</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	
(Last) (First) (Middle) <u>3901 N. FIRST ST.</u>			
(Street) <u>FREMONT CA 94538</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Series One Preferred Stock</u>	(1)	(3)	<u>Class A Common Stock</u>	<u>12,120,362</u> ⁽¹⁾	(1)	<u>D</u>	
<u>Series One Preferred Stock</u>	(1)	(3)	<u>Class A Common Stock</u>	<u>794,698</u> ⁽¹⁾	(1)	<u>D</u>	
<u>Series Two Preferred Stock</u>	(1)	(3)	<u>Class A Common Stock</u>	<u>32,000,000</u> ⁽¹⁾	(1)	<u>D</u>	
<u>Class B Common Stock</u>	(2)	(3)	<u>Class A Common Stock</u>	<u>29,575,757</u>	(2)	<u>D</u>	

Explanation of Responses:

1. Converts into Class B Common Stock upon completion of the effectiveness of the initial public offering 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. Converts into Class A Common Stock upon the election of the holder on a one-for-one basis.

3. None

/s/ Thurman J. Rogers
** Signature of Reporting Person

11/29/2005
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 5 (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.