

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

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

1. Name and Address of Reporting Person* <u>WERNER THOMAS H</u> (Last) (First) (Middle) <u>51 RIO ROBLES</u> (Street) <u>SAN JOSE CA 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>03/31/2020</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres and CEO</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	03/31/2020		M		8,610	A	\$0.00	626,121	D	
Common Stock	03/31/2020		F ⁽¹⁾		4,269	D	\$5.07	621,852	D	
Common Stock	03/31/2020		M		120,000	A	\$0.00	741,852	D	
Common Stock	03/31/2020		F ⁽¹⁾		59,496	D	\$5.07	682,356	D	
Common Stock	03/31/2020		M		17,700	A	\$0.00	700,056	D	
Common Stock	03/31/2020		F ⁽¹⁾		8,776	D	\$5.07	691,280	D	
Common Stock	03/31/2020		M		90,000	A	\$0.00	781,280	D	
Common Stock	03/31/2020		F ⁽¹⁾		44,622	D	\$5.07	736,658	D	
Common Stock	03/31/2020		M		32,500	A	\$0.00	769,158	D	
Common Stock	03/31/2020		F ⁽¹⁾		16,114	D	\$5.07	753,044	D	
Common Stock	03/31/2020		M		59,640	A	\$0.00	812,684	D	
Common Stock	03/31/2020		F ⁽¹⁾		29,570	D	\$5.07	783,114	D	
Common Stock	03/31/2020		M		34,170	A	\$0.00	817,284	D	
Common Stock	03/31/2020		F ⁽¹⁾		16,942	D	\$5.07	800,342	D	
Common Stock								1,218	I	Held in Trust- The Werner Family Trust

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)	(2)	03/31/2020		M			8,610	(3)	(3)	Common Stock	8,610	\$0.00	0	D	
Restricted Stock Units (RSUs)	(4)	03/31/2020		M			120,000	(5)	(5)	Common Stock	120,000	\$0.00	0	D	
Performance Based Restricted Stock Units (PSUs)	(2)	03/31/2020		M			17,700	(6)	(6)	Common Stock	17,700	\$0.00	0	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 Units (PSUs)	(2)	03/31/2020		M			90,000	(7)	(7)	Common Stock	90,000	\$0.00	0	D	
Restricted Stock Units (RSUs)	(4)	03/31/2020		M			32,500	(5)	(5)	Common Stock	32,500	\$0.00	0	D	
Performance Based Restricted Stock Units (PSUs)	(2)	03/31/2020		M			59,640	(8)	(8)	Common Stock	59,640	\$0.00	0	D	
Performance Based Restricted Stock Units (PSUs)	(2)	03/31/2020		M			34,170	(8)	(8)	Common Stock	34,170	\$0.00	0	D	

Explanation of Responses:

1. 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 shares.

2. Each PSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.

3. On March 31, 2016, Reporting Person was awarded a number of PSUs within a preset range, with the actual number contingent upon the achievement of certain criteria. The Compensation Committee of the Issuer's Board of Directors confirmed the achievement of the performance criteria on March 1, 2017 and, based on that assessment, determined the number of PSUs. This is the only installment to vest.

4. Each RSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.

5. This is the final RSU installment to vest.

6. On March 10, 2017, Reporting Person was awarded a number of PSUs within a preset range, with the actual number contingent upon the achievement of certain criteria. The Compensation Committee of the Issuer's Board of Directors confirmed the achievement of the performance criteria on February 16, 2018 and, based on that assessment, determined the number of PSUs. This is the only installment to vest.

7. This is the final PSU installment to vest.

8. On April 12, 2018, Reporting Person was awarded a number of PSUs within a preset range, with the actual number contingent upon the achievement of certain criteria. The Compensation Committee of the Issuer's Board of Directors confirmed the achievement of the performance criteria on February 12, 2019 and, based on that assessment, determined the number of PSUs. This is the only installment of these PSUs to vest

Remarks:

Lauren Walz, as Attorney-in-Fact for Thomas H Werner

04/02/2020

** 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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