

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>WERNER THOMAS H</u>			2. Issuer Name and Ticker or Trading Symbol <u>SUNPOWER CORP [SPWR]</u>			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>Chief Executive Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2008</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>3939 NORTH FIRST STREET</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SAN JOSE CA 95134</u>								
(City) (State) (Zip)								

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			
<u>Class A Common Stock</u>	<u>01/31/2008</u>		<u>C⁽³⁾</u>		<u>10,000</u>	<u>A</u>	<u>\$0</u>	<u>39,500</u>	<u>D</u>	
<u>Class A Common Stock</u>	<u>01/31/2008</u>		<u>F⁽⁴⁾</u>		<u>4,575</u>	<u>D</u>	<u>\$69.09</u>	<u>34,925</u>	<u>D</u>	

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
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>01/31/2008</u>		<u>A</u>		<u>10,000</u>		<u>(2)</u>	<u>(2)</u>	<u>Class A Common Stock</u>	<u>10,000</u>	<u>\$0</u>	<u>10,000</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>01/31/2008</u>		<u>M</u>			<u>10,000</u>	<u>(2)</u>	<u>(2)</u>	<u>Class A Common Stock</u>	<u>10,000</u>	<u>\$0</u>	<u>0</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>01/31/2008</u>		<u>A</u>		<u>16,650</u>		<u>(5)</u>	<u>(5)</u>	<u>Class A Common Stock</u>	<u>16,650</u>	<u>\$0</u>	<u>16,650</u>	<u>D</u>	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of SunPower's class A common stock.
- The restricted stock units shall be fully vested on the grant date, which was 1/31/08.
- These shares originate from the conversion of derivative securities reported in Table II below.
- This transaction represents the surrender of shares to the issuer upon vesting of time-based restricted stock units to satisfy tax withholding obligations.
- 1/3rd of the restricted stock units shall vest each year over 3 years ending on the anniversary of the grant date, which was 1/31/08.

/s/ by Magali Salomon,
Attorney-in-Fact

02/04/2008

** 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.