SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
MCDANIEL THOMAS R	**SUNPOWER CORP** [**SPWR**]	X Director	10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/12/2014	Officer (give title below)	Other (specify below)
C/O SUNPOWER CORPORATION			
77 RIO ROBLES	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)	
(Street)		X Form filed by One Reporting Person	
SAN JOSE CA 95134		Form filed by More than One Reporting Person	
(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			
Common Stock	05/12/2014		M		2,198	A	$0	2,314	D	
Common Stock	05/14/2014		A[(3)]	V	2,198	A	$0	86,010	I	Held in Trust - McDaniel Trust dtd 7/26/2000
Common Stock	05/14/2014		D	V	2,198	D	$0	116	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				
Restricted Stock Units	[(1)]	05/12/2014		A		2,198		[(2)]	[(2)]	Common Stock	2,198	$0	2,198	D	
Restricted Stock Units	[(1)]	05/12/2014		M			2,198	[(2)]	[(2)]	Common Stock	2,198	$0	0	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 were automatically granted and vested immediately on May 12, 2014 under the non-employee director compensation policy approved and adopted by Issuer's Board of Directors on June 15, 2011.

3. Shares held of record by the McDaniel Trust dtd 7/26/2000 (the "Trust") of which Mr. McDaniel and his wife are co-trustees. Each trustee has independent control and voting power over the Trust.

Karla Rogers, as attorney-in-fact for Thomas R. McDaniel	05/14/2014
** 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.