

**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>Richards Douglas J.</u> _____ (Last) (First) (Middle) 77 RIO ROBLES _____ (Street) SAN JOSE CA 95134 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SUNPOWER CORP [ SPWR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Administration</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2019</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			
Common Stock	03/01/2019		M		1,076	A	\$0.00	89,786	D	
Common Stock	03/01/2019		M		3,750	A	\$0.00	93,536	D	
Common Stock	03/01/2019		M		11,875	A	\$0.00	105,411	D	
Common Stock	03/01/2019		M		11,875	A	\$0.00	117,286	D	
Common Stock	03/01/2019		M		11,250	A	\$0.00	128,536	D	
Common Stock	03/01/2019		M		10,923	A	\$0.00	139,459	D	
Common Stock	03/01/2019		F <sup>(1)</sup>		373	D	\$6.47	139,086	D	
Common Stock	03/01/2019		F <sup>(1)</sup>		1,297	D	\$6.47	137,789	D	
Common Stock	03/01/2019		F <sup>(1)</sup>		4,107	D	\$6.47	133,682	D	
Common Stock	03/01/2019		F <sup>(1)</sup>		4,107	D	\$6.47	129,575	D	
Common Stock	03/01/2019		F <sup>(1)</sup>		3,891	D	\$6.47	125,684	D	
Common Stock	03/01/2019		F <sup>(1)</sup>		3,778	D	\$6.47	121,906	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
Performance-Based Restricted Stock Units (PSUs)	(2)	03/01/2019		M			1,076	(3)	(3)	Common Stock	1,076	\$0.00	1,077	D	
Restricted Stock Units (RSUs)	(4)	03/01/2019		M			3,750	(5)	(5)	Common Stock	3,750	\$0.00	3,750	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
Performance-Based Restricted Stock Units (PSUs)	(2)	03/01/2019		M			11,875	(6)	(6)	Common Stock	11,875	\$0.00	23,750	D	
Restricted Stock Units (RSUs)	(4)	03/01/2019		M			11,875	(7)	(7)	Common Stock	11,875	\$0.00	23,750	D	
Restricted Stock Units (RSUs)	(4)	03/01/2019		M			11,250	(8)	(8)	Common Stock	11,250	\$0.00	33,750	D	
Performance-Based Restricted Stock Units (PSUs)	(2)	03/01/2019		M			10,923	(9)	(9)	Common Stock	10,923	\$0.00	32,772	D	

**Explanation of Responses:**

- 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 stock shares.
- Each PSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.
- On February 22, 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. The remaining portions of these PSUs will vest on March 1, 2020.
- Each RSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.
- The remaining RSUs shall vest on March 1, 2020.
- 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. The remaining PSUs will vest on each of March 1, 2020 and March 1, 2021.
- The remaining RSUs shall vest on March 1, 2020 and March 1, 2021.
- The remaining RSUs shall vest on March 1, 2020, March 1, 2021 and March 1, 2022.
- 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. The remaining PSUs vest each on March 1, 2020, March 1, 2021 and March 1, 2022.

**Remarks:**

Lauren Walz, as attorney-in-  
fact for Douglas J. Richards      03/05/2019

\*\* 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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