

SUNPOWER CORP  
Form 4  
March 03, 2017

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WERNER THOMAS H

(Last) (First) (Middle)  
77 RIO ROBLES  
(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SUNPOWER CORP [SPWR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Pres and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock	03/01/2017		M		20,724	A	\$ 0
Common Stock	03/01/2017		M		16,666	A	\$ 0
Common Stock	03/01/2017		M		14,694	A	\$ 0
Common Stock	03/01/2017		M		13,900	A	\$ 0
Common Stock	03/01/2017		M		1,400	A	\$ 0
					416,949		D
					433,615		D
					448,309		D
					462,209		D
					463,609		D

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Common Stock	03/01/2017	M	5,137	A	\$ 0	468,746	D
Common Stock	03/01/2017	M	17,900	A	\$ 0	486,646	D
Common Stock	03/01/2017	<u>F(1)</u>	8,659	D	\$ 8.4	477,987	D
Common Stock	03/01/2017	<u>F(1)</u>	6,236	D	\$ 8.4	471,751	D
Common Stock	03/01/2017	<u>F(1)</u>	5,523	D	\$ 8.4	466,228	D
Common Stock	03/01/2017	<u>F(1)</u>	5,224	D	\$ 8.4	461,004	D
Common Stock	03/01/2017	<u>F(1)</u>	527	D	\$ 8.4	460,477	D
Common Stock	03/01/2017	<u>F(1)</u>	1,931	D	\$ 8.4	458,546	D
Common Stock	03/01/2017	<u>F(1)</u>	6,727	D	\$ 8.4	451,819	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance-Based Restricted Stock Units (PSUs)	<u>(2)</u>	03/01/2017		A	20,549	<u>(3)</u>	<u>(3)</u>	Common Stock
Performance-Based Restricted Stock Units (PSUs)	<u>(2)</u>	03/01/2017		A	8,610	<u>(4)</u>	<u>(4)</u>	Common Stock
Performance-Based Restricted Stock	<u>(2)</u>	03/01/2017		M	20,724	<u>(5)</u>	<u>(5)</u>	Common Stock

Units (PSUs)								
Restricted Stock Units (RSUs)	(6)	03/01/2017	M	16,666	(7)	(7)	Common Stock	
Performance-Based Restricted Stock Units (PSUs)	(2)	03/01/2017	M	14,694	(8)	(8)	Common Stock	
Restricted Stock Units (RSUs)	(6)	03/01/2017	M	13,900	(9)	(9)	Common Stock	
Performance-Based Restricted Stock Units (PSUs)	(2)	03/01/2017	M	1,400	(10)	(10)	Common Stock	
Performance-Based Restricted Stock Units (PSUs)	(2)	03/01/2017	M	5,137	(11)	(11)	Common Stock	
Restricted Stock Units (RSUs)	(6)	03/01/2017	M	17,900	(12)	(12)	Common Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WERNER THOMAS H 77 RIO ROBLES SAN JOSE, CA 95134	X		Pres and CEO	

## Signatures

Lauren Walz, as attorney-in-fact for Thomas H Werner 03/03/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (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 stock shares.
- (2) Each PSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.  
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. The PSUs will vest in four installments on each of March 1, 2017, March 1, 2018, March 1, 2019 and March 1, 2020.
- (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. The PSUs will vest in full on March 31, 2020.
- (4) 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. The PSUs will vest in full on March 31, 2020.
- (5)

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On February 5, 2014, 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 achievement of the performance criteria on February 23, 2015. The last vesting date of these PSUs was March 1, 2017.

- (6) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.
- (7) The last vesting date for these RSUs was on March 1, 2017.

On February 23, 2015, 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 22, 2016 and, based on that assessment, determined the number of PSUs. The remaining portion of these PSUs will vest on March 1, 2018.

- (8) The remaining portion of these RSUs will vest on March 1, 2018.

On March 20, 2015, 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 22, 2016 and, based on that assessment, determined the number of PSUs. The remaining portion of these PSUs will vest on March 1, 2018.

- (9) The remaining portion of these RSUs will vest on March 1, 2018.
- (10) 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. The remaining portion of these PSUs will vest in installments on each of March 1, 2018, March 1, 2019 and March 1, 2020.

- (11) The remaining RSUs shall vest in installments on each of March 1, 2018, March 1, 2019 and March 1, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.