ATKINS BETSY S Form 4

August 15, 2012

FORM 4

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

SECURITIES

OMB 3235-0287 Number:

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

0.5

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

Estimated average burden hours per response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * ATKINS BETSY S (Last) (First) (Middle)			Issuer Name and Ticker or Trading Symbol SUNPOWER CORP [SPWR] Date of Earliest Transaction						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
CORPORA	TION, 77 RIO F	ROBLES							below)	below)		
				Amendment, Date Original d(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
SAN JOSE,	CA 95134								Person	viole man one Ke	porting	
(City)	(State)	(Zip)	Table	e I - Non-I	Deriva	ative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any		med on Date, if Day/Year)	3. Transacti Code (Instr. 8)	ion(A) (D) (In		posed	of	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)	
Common	08/13/2012			M	17	.523	Α	\$0	17,523	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of on 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Stock Units (RSUs)	\$ 0 (1)	08/13/2012		A	17,523		(2)	(2)	Common Stock	17,523
Restricted Stock Units (RSUs)	\$ 0 (1)	08/13/2012		M		17,523	(2)	(2)	Common Stock	17,523

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ATKINS BETSY S C/O SUNPOWER CORPORATION 77 RIO ROBLES SAN JOSE, CA 95134

Signatures

Karla Rogers, as attorney-in-fact for Betsy S.

Atkins

08/15/2012

**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) 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 August 13, 2012 under the non-employee director compensation policy approved and adopted by Issuer's Board of Directors on June 15, 2011.

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.

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