

Wenger Howard
Form 4
March 05, 2013

FORM 4

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

OMB APPROVAL

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

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 *
Wenger Howard

(Last) (First) (Middle)

C/O SUNPOWER CORPORATION, 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)
03/01/2013

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)
President, Regions

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	03/01/2013		M		10,230	A	\$ 0 73,955	D
Common Stock	03/01/2013		M		30,743	A	\$ 0 104,698	D
Common Stock	03/01/2013		M		23,334	A	\$ 0 128,032	D
Common Stock	03/01/2013		M		11,667	A	\$ 0 139,699	D
Common Stock	03/01/2013		M		25,000	A	\$ 0 164,699	D

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Common Stock	03/01/2013	M	3,333	A	\$ 0	168,032	D
Common Stock	03/01/2013	M	5,285	A	\$ 0	173,317	D
Common Stock	03/01/2013	<u>F(3)</u>	5,339	D	\$ 11.84	167,978	D
Common Stock	03/01/2013	<u>F(3)</u>	11,554	D	\$ 11.84	156,424	D
Common Stock	03/01/2013	<u>F(3)</u>	12,176	D	\$ 11.84	144,248	D
Common Stock	03/01/2013	<u>F(3)</u>	6,088	D	\$ 11.84	138,160	D
Common Stock	03/01/2013	<u>F(3)</u>	11,381	D	\$ 11.84	126,779	D
Common Stock	03/01/2013	<u>F(3)</u>	1,740	D	\$ 11.84	125,039	D
Common Stock	03/01/2013	<u>F(3)</u>	1,987	D	\$ 11.84	123,052	D

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance-Based Restricted Stock Units (PSUs)	<u>(1)</u>	03/01/2013		M	10,230	<u>(2)</u>	<u>(2)</u>	Common Stock
Performance-Based Restricted Stock Units (PSUs)	<u>(1)</u>	03/01/2013		M	30,743	<u>(4)</u>	<u>(4)</u>	Common Stock

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On January 31, 2011, Reporting Person was awarded a number of PSUs within a preset range, with the actual number contingent upon the achievement of certain performance criteria. The Compensation Committee of the Issuer's Board of Directors confirmed achievement of the performance criteria on March 1, 2012 and, based on that assessment, determined the number of PSUs. The PSUs vest in three equal installments on each of March 1, 2012, March 1, 2013 and March 1, 2014.

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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