

SUNPOWER CORP

Reported by
BOYNTON CHARLES D

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 03/05/18 for the Period Ending 03/01/18

Address	77 RIO ROBLES SAN JOSE, CA, 95134
Telephone	408-240-5500
CIK	0000867773
Symbol	SPWR
SIC Code	3674 - Semiconductors and Related Devices
Industry	Renewable Energy Equipment & Services
Sector	Energy
Fiscal Year	12/31

FORM 4

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

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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 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)		
BOYNTON CHARLES D			SUNPOWER CORP [SPWR]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP and CFO		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
77 RIO ROBLES, C/O SUNPOWER CORPORATION			3/1/2018					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
SAN JOSE, CA 95134						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	3/1/2018		M		5567	A	\$0.00	69941	D	
Common Stock	3/1/2018		M		5878	A	\$0.00	75819	D	
Common Stock	3/1/2018		M		567	A	\$0.00	76386	D	
Common Stock	3/1/2018		M		1557	A	\$0.00	77943	D	
Common Stock	3/1/2018		M		5425	A	\$0.00	83368	D	
Common Stock	3/1/2018		M		15625	A	\$0.00	98993	D	
Common Stock	3/1/2018		M		15625	A	\$0.00	114618	D	
Common Stock	3/1/2018		F	(1)	1926	D	\$7.06	112692	D	
Common Stock	3/1/2018		F	(1)	2033	D	\$7.06	110659	D	
Common Stock	3/1/2018		F	(1)	197	D	\$7.06	110462	D	
Common Stock	3/1/2018		F	(1)	539	D	\$7.06	109923	D	
Common Stock	3/1/2018		F	(1)	1876	D	\$7.06	108047	D	
Common Stock	3/1/2018		F	(1)	5404	D	\$7.06	102643	D	
Common Stock	3/1/2018		F	(1)	5404	D	\$7.06	97239	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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 (RSUs)	(2)	3/1/2018		M		5567		(3)	(3)	Common Stock	5567	\$0.00	0	D	
Performance-Based Restricted Stock Units (PSUs)	(4)	3/1/2018		M		5878		(5)	(5)	Common Stock	5878	\$0.00	0	D	
Performance-Based Restricted Stock Units (PSUs)	(4)	3/1/2018		M		567		(5)	(5)	Common Stock	567	\$0.00	0	D	
Performance-Based Restricted Stock Units (PSUs)	(4)	3/1/2018		M		1557		(6)	(6)	Common Stock	1557	\$0.00	3114	D	
Restricted Stock Units (RSUs)	(2)	3/1/2018		M		5425		(7)	(7)	Common Stock	5425	\$0.00	10850	D	
Performance-Based Restricted Stock Units (PSUs)	(4)	3/1/2018		M		15625		(8)	(8)	Common Stock	15625	\$0.00	46875	D	
Restricted Stock Units (RSUs)	(2)	3/1/2018		M		15625		(9)	(9)	Common Stock	15625	\$0.00	46875	D	

Explanation of Responses:

- (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 RSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.
- (3) The last vesting date of these RSUs was March 1, 2018.
- (4) Each PSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.
- (5) The last vesting date of these PSUs was March 1, 2018.
- (6) 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 PSUs will vest on each of March 1, 2019 and March 1, 2020.
- (7) The remaining RSUs shall vest on March 1, 2019 and March 1, 2020.
- (8) 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, 2019, March 1, 2020 and March 1, 2021.
- (9) The remaining RSUs shall vest on each of March 1, 2019, March 1, 2020 and March 1, 2021.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYNTON CHARLES D 77 RIO ROBLES C/O SUNPOWER CORPORATION SAN JOSE, CA 95134			EVP and CFO	

Signatures**Lauren Walz, as attorney-in-fact for Charles D Boynton****3/5/2018**

**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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