

**SUNPOWER CORP**  
Reported by  
**MAHAFFEY KENNETH LAWRENCE**

**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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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 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)		
<b>MAHAFFEY KENNETH LAWRENCE</b>			<b>SUNPOWER CORP [ SPWR ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP &amp; General Counsel</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>77 RIO ROBLES</b>			<b>3/1/2018</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>SAN JOSE, CA 95134</b>						<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		2927	A	\$0.00	87904	D	
Common Stock	3/1/2018		M		834	A	\$0.00	88738	D	
Common Stock	3/1/2018		M		2125	A	\$0.00	90863	D	
Common Stock	3/1/2018		M		600	A	\$0.00	91463	D	
Common Stock	3/1/2018		M		10000	A	\$0.00	101463	D	
Common Stock	3/1/2018		F	(1)	1013	D	\$7.06	100450	D	
Common Stock	3/1/2018		F	(1)	289	D	\$7.06	100161	D	
Common Stock	3/1/2018		F	(1)	735	D	\$7.06	99426	D	
Common Stock	3/1/2018		F	(1)	208	D	\$7.06	99218	D	
Common Stock	3/1/2018		F	(1)	3458	D	\$7.06	95760	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		2927		(3)	(3)	Common Stock	2927	\$0.00	0	D	
Restricted Stock Units (RSUs)	(2)	3/1/2018		M		834		(3)	(3)	Common Stock	834	\$0.00	0	D	
Restricted Stock Units (RSUs)	(2)	3/1/2018		M		2125		(4)	(4)	Common Stock	2125	\$0.00	4250	D	
Restricted Stock Units (RSUs)	(2)	3/1/2018		M		600		(4)	(4)	Common Stock	600	\$0.00	1200	D	
Performance-Based Restricted Stock Units (PSUs)	(5)	3/1/2018		M		10000		(6)	(6)	Common Stock	10000	\$0.00	30000	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 RSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.
- The last vesting date for these RSUs was on March 1, 2018.
- The remaining RSUs shall vest on each of March 1, 2019 and March 1, 2020.
- Each PSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.
- 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAHAFFEY KENNETH LAWRENCE 77 RIO ROBLES SAN JOSE, CA 95134			EVP & General Counsel	

**Signatures**

**Lauren Walz, as attorney-in-fact for Kenneth L Mahaffey**

**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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