

WERNER THOMAS H  
Form 4  
February 14, 2019

**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 \*  
WERNER THOMAS H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/12/2019

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

77 RIO ROBLES  
  
(Street)

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

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

SAN JOSE, CA 95134  
  
(City) (State) (Zip)

**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 Reported (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                                |  |  |                                   |

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

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SEC 1474 (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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|  |                           |                                      |                                   |                     |                                    |  |   |

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|   | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     | Date Exercisable | Expiration Date | Title        | An or Nu of |
|---|------------------------------|------------------|------------|---|-----|------------------|-----------------|--------------|-------------|
|   |                              |                  |            | (A)   | (D) |                  |                 |              |             |
| Performance-Based Restricted Stock Units (PSUs) | (1)                          | 02/12/2019       | A          | 64,610  |     | (2)              | (2)             | Common Stock | 6           |
| Performance-Based Restricted Stock Units (PSUs) | (1)                          | 02/12/2019       | A          | 59,640  |     | (3)              | (3)             | Common Stock | 5           |
| Performance-Based Restricted Stock Units (PSUs) | (1)                          | 02/12/2019       | A          | 60,000  |     | (2)              | (2)             | Common Stock | 6           |
| Performance Based Restricted Stock Units (PSUs) | (1)                          | 02/12/2019       | A          | 34,170  |     | (3)              | (3)             | Common Stock | 3           |

## Reporting Owners

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

## Signatures

Lauren Walz, as Attorney-in-Fact for Thomas H Werner 02/14/2019

\_\_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 PSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.

(2) On April 12, 2018, 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 12, 2019 and, based on that assessment, determined the number of PSUs. The PSUs vest in two equal installments on each of March 1, 2019 and March 1, 2020.

(3) On April 12, 2018, 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 12, 2019 and, based on that assessment, determined the number of PSUs. The PSUs vest in full on March 31, 2020.

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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