

SHUGAR DANIEL S
Form 4
April 24, 2008

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 *
SHUGAR DANIEL S

(Last) (First) (Middle)
3939 NORTH FIRST STREET
(Street)

SAN JOSE, CA 94134

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/22/2008

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)
Pres., SunPower Corp., Systems

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | (D) | Price | | | |
| Class A Common Stock | 04/22/2008 ⁽¹⁾ | | M | | 12,155 | A | \$ 0.04 | 38,124 | D | |
| Class A Common Stock | 04/22/2008 ⁽¹⁾ | | S | | 10,235 | D | \$ 95 | 27,889 | D | |
| Class A Common Stock | 04/22/2008 ⁽¹⁾ | | S | | 300 | D | \$ 95.01 | 27,589 | D | |
| Class A Common | 04/22/2008 ⁽¹⁾ | | S | | 200 | D | \$ 95.02 | 27,389 | D | |

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| | | | | | | | |
|----------------------------|---------------------------|---|-----|---|---------------|--------|---|
| Stock | | | | | | | |
| Class A Common Stock | 04/22/2008 ⁽¹⁾ | S | 200 | D | \$ 95.03 | 27,189 | D |
| Class A Common Stock | 04/22/2008 ⁽¹⁾ | S | 100 | D | \$ 95.035 | 27,089 | D |
| Class A Common Stock | 04/22/2008 ⁽¹⁾ | S | 520 | D | \$ 95.05 | 26,569 | D |
| Class A Common Stock | 04/22/2008 ⁽¹⁾ | S | 300 | D | \$ 95.08 | 26,269 | D |
| Class A Common Stock | 04/22/2008 ⁽¹⁾ | S | 100 | D | \$ 95.1 | 26,169 | D |
| Class A Common Stock | 04/22/2008 ⁽¹⁾ | S | 200 | D | \$ 95.1475 | 25,969 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 0.04 | 04/22/2008 | | M | 12,155 | ⁽¹⁾ (2) 10/23/2010 | Class A Common Stock 12,155 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHUGAR DANIEL S 3939 NORTH FIRST STREET SAN JOSE, CA 94134 | | | Pres., SunPower Corp., Systems | |

Signatures

/s/ by Magali Salomon,
Attorney-in-Fact

04/24/2008

__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) The sales reported on this Form 4 were effected pursuant to a previously adopted rule 10b5-1 trading plan by the reporting person.

The shares underlying the options are subject to an equity restriction agreement with SunPower pursuant to which such shares are subject
(2) to certain transfer and repurchase restrictions. So long as Mr. Shugar remains employed by SunPower, the restrictions lapse with respect to 90,027 options on each of 7/3/08 and 12/30/08.

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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