SUNPOWER CORP

Form 4

February 18, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCDANIEL THOMAS R			2. Issuer Name and Ticker or Trading Symbol SUNPOWER CORP [SPWRA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) C/O SUNPO CORPORAT FIRST STRE	TON, 3939	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2011	X Director 10% Owner Officer (give title below) Other (specibelow)		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		

SAN JOSE, CA 95134

Person

Form filed by More than One Reporting

(City)	(State) (Z	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own								lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code		4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-	
Class A			Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/16/2011		G	V	3,428	D	\$0	1,900	D	
Class A Common Stock	02/16/2011		G	V	3,428	A	\$ 0	28,767	I	Held in Trust (1)
Class A Common Stock	02/16/2011		M		1,320	A	\$ 0	3,220	D	
Class A	02/18/2011		G	V	1,320	D	\$0	1,900	D	

Common Stock

Class A

Common 02/18/2011 G V 1,320 A \$ 0 30,087 I Held in Trust (1)

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

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SEC 1474

(9-02)

Stock

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

1. Title of	2.	3. Transaction Date		4.	5. Number	6. Date Exer		7. Title and		
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date Underlying (Month/Day/Year) (Instr. 3 and			Deriv Secu (Inst	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>	02/16/2011		M	1,320	(3)	(3)	Class A Common	1,320	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MCDANIEL THOMAS R C/O SUNPOWER CORPORATION 3939 NORTH FIRST STREET SAN JOSE, CA 95134	X					

Signatures

(RSUs)

Karla Rogers, as attorney-in-fact for Thomas R.

McDaniel

02/18/2011

**Signature of Reporting Person Date

Reporting Owners 2

Deletionships

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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) Shares held of record by the McDaniel Trust dtd 7/26/2000 (the "Trust") of which Mr. McDaniel and his wife are co-trustees. Each trustee has independent control and voting power over the Trust.
- (2) Each RSU represents a contingent right to receive one share of the Registrant's Class A Common Stock once vested.
- (3) The RSUs shall vest in equal annual installments over a five-year period on each of February 16, 2010, February 16, 2011, February 16, 2012, February 16, 2013 and February 16, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.