

SUNPOWER CORP
Form 4
November 29, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CYPRESS SEMICONDUCTOR
CORP /DE/

(Last) (First) (Middle)

3901 N. FIRST ST.

(Street)

FREMONT, CA 94538

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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

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

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information contained in this form are not
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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 Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Series	Derivative Security		(D) (Instr. 3, 4, and 5)					Title	Amount Number Shares
			Code	V	(A)	(D)	Date Exercisable		
One Preferred Stock	<u>(1)</u>	11/22/2005	C		12,120,362	11/29/2005	<u>(2)</u>	Common Stock <u>(1)</u>	6,060
One Preferred Stock	<u>(1)</u>	11/22/2005	C		794,698	11/29/2005	<u>(2)</u>	Common Stock <u>(1)</u>	397,349
Two Preferred Stock	<u>(1)</u>	11/22/2005	C		32,000,000	11/29/2005	<u>(2)</u>	Common Stock <u>(1)</u>	16,000,000
Class B Preferred Stock	<u>(3)</u>	11/22/2005	A		6,060,181	11/29/2005	<u>(2)</u>	Common Stock <u>(3)</u>	6,060,181
Class B Preferred Stock	<u>(3)</u>	11/22/2005	A		397,349	11/29/2005	<u>(2)</u>	Common Stock <u>(3)</u>	397,349
Class B Preferred Stock	<u>(3)</u>	11/22/2005	A		16,000,000	11/29/2005	<u>(2)</u>	Common Stock <u>(3)</u>	16,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CYPRESS SEMICONDUCTOR CORP /DE/ 3901 N. FIRST ST. FREMONT, CA 94538		X		

Signatures

/s/ Thurman J. Rogers 11/29/2005

**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) Converts into Class B Common Stock on a one-for-two basis. Each share of Class B Common Stock is convertible into Class A Common Stock upon the election of the holder on a one-for-one basis.
- (2) These securities have no expiration date.

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(3) Converts into Class A Common Stock upon the election of the holder on a one-for-one basis.

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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