

SUNPOWER CORP
Form 3/A
November 29, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â CYPRESS
SEMICONDUCTOR CORP
/DE/

(Last) (First) (Middle)

3901 N. FIRST ST.

(Street)

FREMONT,Â CAÂ 94538

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
11/16/2005

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

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

11/16/2005

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Date Expiration Title Amount or
Exercisable Date Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Series One Preferred Stock	Â (1)	Â (3)	Class A Common Stock	12,120,362 (1)	\$ (1)	D	Â
Series One Preferred Stock	Â (1)	Â (3)	Class A Common Stock	794,698 (1)	\$ (1)	D	Â
Series Two Preferred Stock	Â (1)	Â (3)	Class A Common Stock	32,000,000 (1)	\$ (1)	D	Â
Class B Common Stock	Â (2)	Â (3)	Class A Common Stock	29,575,757	\$ (2)	D	Â

Reporting Owners

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

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 5(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 upon completion of the effectiveness of the initial public offering 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) Converts into Class A Common Stock upon the election of the holder on a one-for-one basis.
- (3) None

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.