

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 RODGERS THURMAN J

(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 ☒ 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)

☒ 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)

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.

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)

Date Exercisable Expiration Date

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

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)
(Instr. 5)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Series One Preferred Stock	Â (1)	Â (3)	Class A Common Stock	12,120,362 (1)	\$ (1)	I	By Cypress Semiconductor Corporation
Series One Preferred Stock	Â (1)	Â (3)	Class A Common Stock	794,698 (1)	\$ (1)	I	By Cypress Semiconductor Corporation
Series Two Preferred Stock	Â (1)	Â (3)	Class A Common Stock	32,000,000 (1)	\$ (1)	I	By Cypress Semiconductor Corporation
Class B Common Stock	Â (2)	Â (3)	Class A Common Stock	29,575,757	\$ (2)	I	By Cypress Semiconductor Corporation

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RODGERS THURMAN J 3901 N. FIRST ST. FREMONT, CA 94538	Â X	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.

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