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ATKINS BE	TSY S										
Form 4											
May 13, 2010)										
FORM	4					~~~		~~~~		PPROVAL	
	UNITEDS	STATES S		ITIES A hington, 1			NGE (COMMISSION	OMB Number:	3235-0287	
Check this box if no longer									Expires:	January 31,	
subject to Section 10 Form 4 or		F CHANGES IN BENEFICIAL OW SECURITIES						Estimated burden hou response	ours per		
Form 5 obligations may continue. See Instruction 1(b). 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 R	lesponses)										
1. Name and Address of Reporting Person <u>*</u> ATKINS BETSY S			2. Issuer Name and Ticker or Trading Symbol SUNPOWER CORP [SPWRA]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	iddle) 3	3. Date of Earliest Transaction (Ch								
C/O SUNPOWER CORPORATION, 3939 NORTH			(Month/Day/Year) 05/11/2010					X_ Director 10% Owner Officer (give title Other (specify below) below)			
FIRST STRI	EET										
				ndment, Date Original th/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
SAN JOSE,	CA 95134							Form filed by Person			
(City)		Zip)					ties Ac	quired, Disposed o		-	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Date, if	Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)				Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Class A Common Stock	05/11/2010			М	1,000	А	\$0	6,545	D		
Class A Common Stock	05/11/2010			М	2,924	А	\$0	9,469	D		

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

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number.

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. Transacti Code (Instr. 8)	5. Number of onDerivative 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
Restricted Stock Units (RSUs)	<u>(1)</u>	05/11/2010		М		1,000	(2)	(2)	Class A Common Stock	1,000
Restricted Stock Units (RSUs)	<u>(1)</u>	05/11/2010		A	2,924		<u>(3)</u>	<u>(3)</u>	Class A Common Stock	2,924
Restricted Stock Units (RSUs)	<u>(1)</u>	05/11/2010		М		2,924	(3)	(3)	Class A Common Stock	2,924

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
ATKINS BETSY S C/O SUNPOWER CORPORATION 3939 NORTH FIRST STREET SAN JOSE, CA 95134	Х			
Signatures				
Donald T. Rozak, Jr., CP, as attorney Atkins	05/13/2010			
**Signature of Reporting Po	erson			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).

Relationships

(1) Each RSU represents a contingent right to receive one share of the Registrant's Class A Common Stock once vested.

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- (2) The RSUs shall vest in equal quarterly installments over a one-year period on each of August 11, 2009, November 11, 2009, February 11, 2010 and May 11, 2010.
- (3) The RSUs were automatically granted and vested immediately on May 11, 2010 under the non-employee director compensation policy approved and adopted by Issuer's Board of Directors on August 6,

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.