

SUNPOWER CORP
Form 3/A
November 22, 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)

<p>1. Name and Address of Reporting Person *</p> <p>WERNER THOMAS H</p> <p>(Last) (First) (Middle)</p> <p>430 INDIO WAY</p> <p>(Street)</p> <p>SUNNYVALE, CA 94085</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/16/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SUNPOWER CORP [SPWR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Executive Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>11/16/2005</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Option Description	Exercise Period	Class	Shares	Price	Term	Other
Employee Stock Option (right to buy)	06/09/2013	Class A Common Stock	535,000	\$ 0.5	D	
Employee Stock Option (right to buy)	06/17/2014	Class A Common Stock	640,300	\$ 3.3	D	
Employee Stock Option (right to buy)	03/17/2015	Class A Common Stock	250,000	\$ 3.3	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WERNER THOMAS H 430 INDIO WAY SUNNYVALE, CA 94085	X		Chief Executive Officer	

Signatures

/s/ Thomas Werner
11/22/2005

__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) The option is immediately exercisable as to 225,000 shares and becomes exercisable as to the remaining 310,000 shares at a rate of 10,000 shares per month over the next 31 months.
- (2) The option became exercisable as to 20% of the shares on June 17, 2005, and becomes exercisable as to 1/60th of the shares monthly thereafter.
- (3) The option becomes exercisable as to 20% of the shares on March 17, 2006, and becomes exercisable as to 1/60th of the shares monthly thereafter.

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Remarks:

This amended Form 3 is being filed to correct the vesting on the 535,000 share option held by

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.