WERNER THOMAS H

Form 4

Common

Stock

09/18/2012

September 20, 2012

September 20	, 2012												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION										PPROVAL			
Check this	s box		Was		Number:	3235-0287							
if no longe subject to Section 16 Form 4 or Form 5	STATEM.	STATEMENT OF CHANGES IN BENEFICIAL OWNERS SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of									January 31, 2005 average irs per 0.5		
obligation may continue See Instruction 1(b).	s Section 17(a) of the I		ility H	oldi	ing Com	pany	Act o	f 1935 or Section	on			
(Print or Type R	esponses)												
WERNER THOMAS H Symbol						Ticker or T		g	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M	iddle)	3. Date of Earliest Transaction					(Chec	(Check all applicable)				
C/O SUNPOWER CORPORATION, 77 RIO ROBLES (Month/D 09/18/20									Director 10% Owner Officer (give title Other (specify below) Director, Pres and CEO				
				ndment, Date Original h/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	More than One Re	eporting		
(City)	(State) (Z	Zip)	Table	I - No	n-De	erivative S	Securi	ties Acc	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	decurity (Month/Day/Year) Execution Date			Code Disposed of (D)					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)		
Common Stock	09/18/2012					1,218				I	The Werner Family Trust (1)		

G V 609 D \$0 0

Thomas H. Werner

2010

Grantor Retained Annuity Trust (2)

I

Common Stock 09/18/2012 G V 609 D \$ 0 0 I

The Suzanne M. Werner 2010 Grantor Retained Annuity Trust (3)

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

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.

SEC 1474 (9-02)

9. Nu

Deriv Secur Bene Own Follo Repo Trans (Instr

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ e	Expiration Date (Month/Day/Year)		e and nt of lying ties 3 and 4)	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WERNER THOMAS H C/O SUNPOWER CORPORATION 77 RIO ROBLES SAN JOSE, CA 95134

Director, Pres and CEO

Signatures

Karla Rogers, as attorney-in-fact for Thomas H.
Werner 09/20/2012

**Signature of Reporting Person Date

Reporting Owners 2

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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).
 - Shares held of record by the The Werner Family Trust (the "WF Trust"), of which Mr. Werner and his wife are co-trustees and the
- (1) beneficiaries are the surviving spouse between Thomas Werner and Suzanne Werner, to be followed by Jessica Werner and Katheryn Werner. Thomas and Suzanne Werner have been delegated joint control and voting power over the WF Trust.
- (2) Shares transferred from The Thomas H. Werner 2010 Grantor Retained Annuity Trust (the "THW Trust") on 9/18/2012.
- (3) Shares transferred from The Suzanne M. Werner 2010 Grantor Retained Annuity Trust (the "SMW Trust") on 9/18/2012.

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.