Edgar Filing: NEESE MARTY T - Form 4

NEEDE MADTV T

NEESE MAI	KIII										
Form 4	2012										
February 14,											
FORM	14 UNITE	D STATES		ITIES Al hington,			NGE (COMMISSION		9PROVAL 3235-0287	
Check the			vv as	inington,	D.C. 20.	J - J				January 31,	
Subject to Section 16. Form 4 or				GES IN BENEFICIAL OWNE SECURITIES					Expires: Estimated a burden hou response	2005 average irs per	
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 1 inue. uction	7(a) of the		ility Hold	ing Con	ipany	Act of	e Act of 1934, f 1935 or Sectio 40	n		
(Print or Type I	Responses)										
NEESE MARTY T S			Symbol	Name and WER CO			Ig	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Chec					k all applicable)			
C/O SUNPO CORPORA	OWER TION, 77 RIO	ROBLES	(Month/D 02/11/20	ay/Year)				Director X Officer (give below) Chief (6 Owner er (specify cer	
SAN JOSE,	Filed(Mon			ndment, Date Original hth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
		(7:)						Person			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Acc	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	any		emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired ion(A) or Disposed of (D) (Instr. 3, 4 and 5) (A)		Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V	Amount	or	Price	(Instr. 3 and 4)			
Common Stock	02/11/2012			M	2,501	(D) A	\$ 0	4,383	D		
Common Stock	02/13/2012			F <u>(1)</u>	1,048	D	\$ 7.83	3,335	D		

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

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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)	Transaction of Derivative Code Securities		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)	(2)	02/11/2012		М	2,501	<u>(3)</u>	<u>(3)</u>	Common Stock	2,501	

Reporting Owners

Reporting Owner Name / Address	Relationships					
I gen in the second	Director	10% Owner	Officer	Other		
NEESE MARTY T C/O SUNPOWER CORPORATION 77 RIO ROBLES SAN JOSE, CA 95134			Chief Operating Officer			
Signatures						
Karla Rogers, as attorney-in-fact for N Neese	Marty T.	(02/14/2012			

**Signature of Reporting Person

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).
- (1) Disposition of shares exempt under Rule 16b-3 as payment of tax liability to Company by delivery or withholding securities incident to vesting of restricted stock shares.
- (2) Each RSU represents a contingent right to receive one share of the Issuer's Common Stock upon vesting.
- (3) The RSUs shall vest in three equal installments on each of February 11, 2010, February 11, 2011 and February 11, 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.