

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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CYPRESS | | | (Month/Day/Year) | SUNPOWER CORP [SPWR] | |
| SEMICONDUCTOR CORP | | | 11/16/2005 | | |
| /DE/ | | | | | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 3901 N. FIRST ST. | | | | (Check all applicable) | 11/16/2005 |
| (Street) | | | | ___ Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| FREMONT,Â CAÂ 94538 | | | | ___ Officer | __X__ Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | (give title below) | ___ Form filed by More than One Reporting Person |
| | | | | (specify below) | |

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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|----------------------------|-------|-------|----------------------|-------------------|--------|----------------------------------|---|
| Series One Preferred Stock | Â (1) | Â (3) | Class A Common Stock | 12,120,362 (1) | \$ (1) | D | Â |
| Series One Preferred Stock | Â (1) | Â (3) | Class A Common Stock | 794,698 (1) | \$ (1) | D | Â |
| Series Two Preferred Stock | Â (1) | Â (3) | Class A Common Stock | 32,000,000 (1) | \$ (1) | D | Â |
| Class B Common Stock | Â (2) | Â (3) | Class A Common Stock | 29,575,757 | \$ (2) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CYPRESS SEMICONDUCTOR CORP /DE/ 3901 N. FIRST ST. FREMONT, CA 94538 | Â | 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. 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.