

SUNPOWER CORP  
Form 3  
February 03, 2006

**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 <b>and</b> Ticker or Trading Symbol	
Â SAC CAPITAL ADVISORS LLC			(Month/Day/Year)	SUNPOWER CORP [SPWR]	
(Last)	(First)	(Middle)	01/26/2006		
72 CUMMINGS POINT ROAD,Â			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		
STAMFORD,Â CTÂ 06902			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

**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)
Class A Common Stock, par value \$0.001 per share	392,490	I (1)	See Footnote (2)

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)**

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Call (right to buy)	01/25/2006	03/18/2006	Class A Common Stock	500,000	\$ 40	I <sup>(1)</sup>	See Footnote <sup>(2)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAC CAPITAL ADVISORS LLC 72 CUMMINGS POINT ROAD STAMFORD, CT 06902	Â	Â X	Â	Â
S A C CAPITAL MANAGEMENT L L C C/O 72 CUMMINGS POINT ROAD STAMFORD, CT 06902	Â	Â X	Â	Â
COHEN STEVEN A/SAC CAPITAL MGMT LP C/O SAC CAPITAL ADVISORS LLC 72 CUMMINGS POINT ROAD STAMFORD, CT 06902	Â	Â X	Â	Â

## Signatures

Peter Nussbaum                      02/03/2006  
\*\*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).  
 S.A.C. Capital Associates, LLC ("Associates"), C.R. Intrinsic Investments, LLC ("Intrinsic"), S.A.C. MultiQuant Fund, LLC ("MultiQuant") and S.A.C. Select Fund, LLC ("Select"), each an Anguillan limited liability company, directly each own Class A Common Stock of the Issuer. At 11: 56 a.m., Eastern Standard Time, on January 26, 2006, each Reporting Person had indirect beneficial ownership of 892,490 shares of Class A Common Stock of the Issuer. For purposes of this filing, the Reporting Persons have calculated the aggregate number of outstanding shares of the Issuer's Class A Common Stock as 8,906,652, based on the Form 8-K, dated January 26, 2005, which reported 8,830,000 then outstanding shares, and the prospectus of the Issuer, dated November 16, 2005, which reported an additional 76,652 shares outstanding.
- (1) ownership of 892,490 shares of Class A Common Stock of the Issuer. For purposes of this filing, the Reporting Persons have calculated the aggregate number of outstanding shares of the Issuer's Class A Common Stock as 8,906,652, based on the Form 8-K, dated January 26, 2005, which reported 8,830,000 then outstanding shares, and the prospectus of the Issuer, dated November 16, 2005, which reported an additional 76,652 shares outstanding.
- (2) See Footnote (2) under "Remarks".

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**Remarks:**  
 PeterÂ Nussbaum,Â asÂ AuthorizedÂ PersonÂ onÂ behalfÂ ofÂ theÂ following:  
 S.A.C.Â CAPITALÂ ADVISORS,Â LLC  
 S.A.C.Â CAPITALÂ MANAGEMENT,Â LLC  
 STEVENÂ A.Â COHEN

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Footnote (2) The securities to which this report relates are held by Associates, Intrinsic, MultiQuant Capital Advisors, LLC ("Advisors") and S.A.C. Capital Management, LLC ("Management") are investment advisors to Intrinsic, MultiQuant and Select. Pursuant to investment agreements, each of Advisors and Management and voting power with respect to the securities held by Associates, Intrinsic, MultiQuant and Select controls each of Advisors and Management. In accordance with Instruction 5(b)(iv), the entire amount of securities held by Associates, Intrinsic, MultiQuant and Select is reported herein. Each Reporting Person's beneficial ownership of any of the Issuer's securities to which this report relates for purposes of the Securities Exchange Act of 1934, as amended, except to the extent of its indirect pecuniary interest in such securities, shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for any other purposes.

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.