SUNPOWER CORP Form SC 13G/A February 13, 2006

#### UNITED STATES

#### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### **SCHEDULE 13G**

(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2 Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

SunPower Corporation (Name of Issuer)

Class A Common Stock (Title of Class of Securities)

867652109 (CUSIP Number)

December 31, 2005

Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[ ] Rule 13d-1(b) [X] Rule 13d-1(c)

[ ] Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 13

CUSIP NO. 86	7652109		13G	Pag	ge 2 of 13 Pages
1.	NAME O	F REPORTING PERSON	J		
			NO. OF ABOVE PERSON	N	
		mited Partnership			
2.	CHECK 7	HE APPROPRIATE BC	OX IF A MEMBER OF A G		,
				(a)	ý
3.	SEC USE	ONLY		(b)	О
4.	CITIZEN	SHIP OR PLACE OF OR	RGANIZATION		
	Illinois li	nited partnership			
	MBER OF	5.	SOLE VOTING POV	VER	
	HARES		0		
	EFICIALLY	6.	SHARED VOTING I	POWER	
	VNED BY				
	EACH PORTING		570,019 shares		
	ERSON	_		- DOWED	
1	WITH	7.	SOLE DISPOSITIVE	EPOWER	
	***************************************	8.	SHARED DISPOSIT	IVE POWE	R
			See Row 6 above.		
9. AGGRE	GATE AMOU	NT BENEFICIALLY OV	WNED BY EACH REPORT	TING PERS	ON
	6 above.				
10. CHECK	BOX IF THE	AGGREGATE AMOUN	T IN ROW (9) EXCLUDES	S	

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 6.4% as of December 31, 2005.

TYPE OF REPORTING PERSON 12. PN; HC

**CERTAIN SHARES** 

11.

Page 2 of 13

CUSIP NO.	867652109		13G	Page 3 of 13 Pages
1.	NAME O	F REPORTING PERSON		
	S.S. OR I	R.S. IDENTIFICATION 1	NO. OF ABOVE PERSON	
	Citadal I	nvestment Group, L.L.C.		
2.			K IF A MEMBER OF A GROU	P
			(a)	ý
3.	SEC USE	ONI V	(b)	0
Э.	SEC USE	ONLI		
4.		SHIP OR PLACE OF ORO		
N	<b>Delaware</b> IUMBER OF	e limited liability company	y SOLE VOTING POWER	
IN	SHARES	3.	0	
BE	NEFICIALLY	6.	SHARED VOTING POWE	ER
(	OWNED BY			
D	EACH REPORTING		570,019 shares	
1	PERSON	7.	SOLE DISPOSITIVE POW	VER
	WITH	,,	0	, 21
		8.	SHARED DISPOSITIVE F	POWER
			See Row 6 above.	
9. AGGR	REGATE AMOU	NT BENEFICIALLY OW	NED BY EACH REPORTING	PERSON
	ow 6 above.			
	K BOX IF THE AIN SHARES	AGGREGATE AMOUNT	'IN ROW (9) EXCLUDES	
CEKI	AIIN SHAKES			

Approximately 6.4% as of December 31, 2005. TYPE OF REPORTING PERSON

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.

OO; HC

11.

Page 3 of 13

CUSIP NO. 867652109			13G	Page 4 of 13 Pages
1.	NAME O	F REPORTING PERSON		
	S.S. OR I	R.S. IDENTIFICATION 1	NO. OF ABOVE PERSON	
	Kenneth	Griffin		
2.	CHECK T	THE APPROPRIATE BOX	X IF A MEMBER OF A GROU	
			(a) (b)	ý o
3.	SEC USE	ONLY	(0)	U
4.		SHIP OR PLACE OF ORC	GANIZATION	
-	U.S. Citiz			
Γ	NUMBER OF SHARES	5.	SOLE VOTING POWER  0	
BI	ENEFICIALLY	6.	SHARED VOTING POWE	ER
	OWNED BY			
	EACH		570,019 shares	
]	REPORTING			
	PERSON WITH	7.	SOLE DISPOSITIVE POW	/ER
	WIIII	8.	<b>0</b> SHARED DISPOSITIVE P	POWER
			See Row 6 above.	
9. AGGI	REGATE AMOU	NT BENEFICIALLY OW	NED BY EACH REPORTING	PERSON
	ow 6 above.			
	CK BOX IF THE CAIN SHARES	AGGREGATE AMOUNT	IN ROW (9) EXCLUDES	
CLICI	OIII IIILO			

Approximately 6.4% as of December 31, 2005. TYPE OF REPORTING PERSON

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.

IN; HC

11.

Page 4 of 13

CUSIP NO. 86	7652109		13G	Page 5 of 13 Pages
1.	NAME OF I	EPORTING PERSON		
	S.S. OR I.R.	S. IDENTIFICATION N	O. OF ABOVE PERSON	
2		lington LLC	VIE + MENUDED OF + CDOU	
2.	CHECK TH	E APPROPRIATE BOX	IF A MEMBER OF A GROUP (a)	ý
			(a) (b)	у О
3.	SEC USE O	NLY	(*/	
4.	CITIZENSU	IP OR PLACE OF ORC	LANIZATION	
4.		nited liability company		
NUI	MBER OF	5.	SOLE VOTING POWER	
S	HARES		0	
	EFICIALLY	6.	SHARED VOTING POWE	R
	NED BY			
	EACH PORTING		570,019 shares	
	ERSON	7.	SOLE DISPOSITIVE POW	/ED
	WITH	7.	0	EK
		8.	SHARED DISPOSITIVE P	OWER
9. AGGREO	SATE AMOUNT	PENEEICIALI V OW	See Row 6 above. NED BY EACH REPORTING:	DED COM
9. AGGREG		DENEFICIALLI OW.	NED DI EACH KEFUKIINU	LENSON
		GREGATE AMOUNT	IN ROW (9) EXCLUDES	

 $\begin{array}{l} \textbf{Approximately 6.4\% as of December 31, 2005.} \\ \textbf{TYPE OF REPORTING PERSON} \end{array}$ 

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.

CERTAIN SHARES

OO; HC

11.

Page 5 of 13

CUSIP NO. 8	67652109		13G	Paş	ge 6 of 13 Pages
1.		REPORTING PERSON	NO. OF ABOVE PERSON	Ī	
		nsington Global Strate			
2.	CHECK T	HE APPROPRIATE BO	X IF A MEMBER OF A G		
				(a)	ý
3.	SEC USE	ONLY		(b)	О
4.	CITIZENS	HIP OR PLACE OF OR	GANIZATION		
	Bermuda (	company			
NU	JMBER OF	5.	SOLE VOTING POW	/ER	
	SHARES		0		
	IEFICIALLY	6.	SHARED VOTING P	OWER	
O.	WNED BY				
	EACH		570,019 shares		
	EPORTING				
	PERSON WITH	7.	SOLE DISPOSITIVE  0	POWER	
		8.	SHARED DISPOSIT	IVE POWE	R
			See Row 6 above.		
. AGGRI	EGATE AMOUN	T BENEFICIALLY OW	NED BY EACH REPORT	TING PERS	ON
See Roy	w 6 above.				

- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 6.4% as of December 31, 2005.

12. TYPE OF REPORTING PERSON CO; HC

Page 6 of 13

CUS	SIP NO. 867652109		13G	Page 7 of 13 Pages
	1. NAME C	OF REPORTING PERSON		
	S.S. OR	I.R.S. IDENTIFICATION N	O. OF ABOVE PERSON	
	Citadel I	Equity Fund Ltd.		
	2. CHECK	THE APPROPRIATE BOX	IF A MEMBER OF A GROUP	,
			(a) (b)	ý o
	3. SEC USI	E ONLY	(6)	U
	4. CITIZEN	ISHIP OR PLACE OF ORC	ANIZATION	
		Islands company		
	NUMBER OF SHARES	5.	SOLE VOTING POWER  0	
	BENEFICIALLY	6.	SHARED VOTING POWER	
	OWNED BY	0.	SITUALD VOITING TOWER	
	EACH		570,019 shares	
	REPORTING			
	PERSON WITH	7.	SOLE DISPOSITIVE POWE	ER
		8.	SHARED DISPOSITIVE PO	OWER
			See Row 6 above.	
9.		INT BENEFICIALLY OW	NED BY EACH REPORTING P	ERSON
10.	See Row 6 above.	AGGREGATE AMOUNT	IN ROW (9) EXCLUDES	
10.	CERTAIN SHARES	AGGREGATE AMOUNT	III KO II () LACLODES	o
11.	PERCENT OF CLASS	REPRESENTED BY AMO	OUNT IN ROW (9)	

12.

 $\mathbf{CO}$ 

Approximately 6.4% as of December 31, 2005. TYPE OF REPORTING PERSON

Page 7 of 13

CUSIP NO. 867652109			13G	Page 8 of 13 Pages
1.		REPORTING PERSON R.S. IDENTIFICATION	I NO. OF ABOVE PERSON	
2.		erivatives Group LLC HE APPROPRIATE BO	X IF A MEMBER OF A GRO	~ ~ -
			`	á) ý
3.	SEC USE	ONLY	(	b) o
4.		HIP OR PLACE OF OR		
N	UMBER OF	5.	SOLE VOTING POWE	IR
	SHARES		0	
	NEFICIALLY	6.	SHARED VOTING PO	WER
	OWNED BY EACH REPORTING		570,019 shares	
	PERSON WITH	7.	SOLE DISPOSITIVE P	OWER
		8.	SHARED DISPOSITIV	TE POWER
			See Row 6 above.	
		NT BENEFICIALLY OV	VNED BY EACH REPORTIN	NG PERSON
~~~	ow 6 above.			
10. CHEC	K BOX IF THE A	AGGREGATE AMOUN'	Γ IN ROW (9) EXCLUDES	

Approximately 6.4% as of December 31, 2005. TYPE OF REPORTING PERSON

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.

CERTAIN SHARES

OO; BD

11.

Page 8 of 13

CUSIP NO. 867652109	13G	Page 9 of 13 Pages
---------------------	-----	--------------------

Item 1(a) Name of Issuer: **SUNPOWER CORPORATION**1(b) Address of Issuer s Principal Executive Offices:

430 Indio Way Sunnyvale, CA 94086

Item 2(a) Name of Person Filing

Item 2(b) Address of Principal Business Office

Item 2(c) Citizenship

Citadel Limited Partnership 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Illinois limited partnership

Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited liability company

Kenneth Griffin 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 U.S. Citizen

Citadel Wellington LLC c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited liability company

CUSII	P NO. 867652109		13G	Page 10 of 13 Pages
c/o Citadel 131 S. Dear 32nd Floor	linois 60603		l.	
Citadel Equ c/o Citadel 131 S. Dear 32nd Floor Chicago, II	uity Fund Ltd. Investment Group, I	L.L.C.		
c/o Citadel 131 S. Dea: 32nd Floor Chicago, II Delaware li	linois 60603 imited liability comp	L.L.C. Dany		
2(d)	Title of Class of S			
•		n Stock, par va	lue \$0.001 per share	
2(e)	CUSIP Number:		867652109	
Item 3	If this statement i	s filed pursuant	to Rules 13d-1(b), or 13d-2(b) or (c), check whe	ther the person filing is a:
	(a)	[_]	Broker or dealer registered under Section 15	of the Exchange Act;
	(b)	[_]	Bank as defined in Section 3(a)(6) of the Ex	change Act;
	(c)	[_]	Insurance company as defined in Section 3(a	a)(19) of the Exchange Act;
	(d)	[]	Investment company registered under Section	on 8 of the Investment Compan
	(e)	[_]	An investment adviser in accordance with R	ule 13d-1(b)(1)(ii)(E);

Page 10 of 13

An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

[\_\_]

(f)

CUSIP NO. 867652109			13G		Page 11 of 13 Pages
	(g)	[_]	A parent holding co	ompany or control perso	n in accordance with Rule 13d-1(b)(1)(ii)(G);
	(h)	[_]	A savings association	on as defined in Section	3(b) of the Federal Deposit Insurance Act;
	(i)	[_]		is excluded from the def the Investment Compan	inition of an investment company under y Act;
	(j)	[_]	Group, in accordance	ce with Rule 13d-1(b)(1	)(ii)(J).
If this statement	is filed	pursuant to	o Rule 13d-1(c), check	this box. ý	
Item 4	Owne	ership:			
CITADEL LIM	ITED I	PARTNE	RSHIP		
CITADEL INV	ESTMI	ENT GRO	OUP, L.L.C.		
KENNETH GR	IFFIN				
CITADEL WEI	LLING	TON LLO			
CITADEL KEN	SINGT	TON GLO	BAL STRATEGIES	FUND LTD.	
CITADEL EQU	JITY F	UND LTI	<b>).</b>		
CITADEL DER	RIVATI	VES GRO	OUP LLC		
(a)		Am	ount beneficially owne	d:	
570,019 shares					
(b)		Pero	cent of Class:		
Approximately 6	.4% as	of Decemb	per 31, 2005.		
(c)		Nur	nber of shares as to wh	ich such person has:	
		(i)		sole power	to vote or to direct the vote:
				0	
		(ii)		shared pow	er to vote or to direct the vote:
				See Item 4	(a) above.
		(iii)		sole power	to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

Page 11 of 13

Page 12 of 13 Pages

13G

	See Item 4(a) above.
Item 5	Ownership of Five Percent or Less of a Class:
	Not Applicable.
Item 6	Ownership of More than Five Percent on Behalf of Another Person:
	Not Applicable.
Item 7	Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:
	See Item 2 above.
Item 8	Identification and Classification of Members of the Group:

Item 9 Notice of Dissolution of Group:

Not Applicable.

Not Applicable.

Item 10 Certification:

CUSIP NO. 867652109

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 12 of 13

<sup>\*</sup> Mathew B. Hinerfeld is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 4, 2005, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G/A for Komag, Incorporated.

CUSIP NO. 867652109	13G	Page 13 of 13 Pages
---------------------	-----	---------------------

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 13th day of February, 2006

KENNETH GRIFFIN		CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.	
	Matthew B. Hinerfeld, attorney-in-fact*	By:	Citadel Limited Partnership,
			its Portfolio Manager
CITADE	L INVESTMENT GROUP, L.L.C.		
		By:	Citadel Investment Group, L.L.C.,
By:	/s/ Matthew B. Hinerfeld		its General Partner
	Matthew B. Hinerfeld, Managing		
	Director and Deputy General Counsel	By:	/s/ Matthew B. Hinerfeld
			Matthew B. Hinerfeld, Managing
CITADEL LIMITED PARTNERSHIP			Director and Deputy General Counsel
Ву:	Citadel Investment Group, L.L.C.,	CITADEI	L EQUITY FUND LTD.
	its General Partner	CITABLE	E EQUITI FUND ETD.
	its General Farther	By:	Citadel Limited Partnership,
By:	/s/ Matthew B. Hinerfeld	Dy.	its Portfolio Manager
Dy.	Matthew B. Hinerfeld, Managing		its Fortono Manager
	Director and Deputy General Counsel	By:	Citadel Investment Group, L.L.C.,
	Brector and Deputy General Counser	By.	its General Partner
CITADE	L WELLINGTON LLC		its denotar rather
CITTEL	WHEEL (GTOT) ELEC	By:	/s/ Matthew B. Hinerfeld
By:	Citadel Limited Partnership,		Matthew B. Hinerfeld, Managing
2).	its Managing Member		Director and Deputy General Counsel
By:	Citadel Investment Group, L.L.C.,	CITADEL DERIVATIVES GROUP LLC	
	its General Partner		
		By:	Citadel Limited Partnership,
By:	/s/ Matthew B. Hinerfeld		its Managing Member
	Matthew B. Hinerfeld, Managing		
	Director and Deputy General Counsel	Ву:	Citadel Investment Group, L.L.C.,
			its General Partner
		By:	/s/ Matthew B. Hinerfeld
			Matthew B. Hinerfeld, Managing
			Director and Deputy General Counsel

Page 13 of 13