

SUNPOWER CORP  
 Form 424B3  
 January 31, 2007

Filed Pursuant to Rule 424(b)(3)

File No. 333-140272

**PROSPECTUS SUPPLEMENT**  
**TO PROSPECTUS DATED**  
**JANUARY 29, 2007**

**SunPower Corporation**

**EXPLANATORY STATEMENT**

This Prospectus Supplement is being filed solely to update the Calculation of Registration Fee table in accordance with Rule 456(b)(1)(ii) of the Securities Act of 1933, as amended. The amount of securities to be registered hereunder is estimated solely for the purposes of calculating the registration fee hereunder.

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**CALCULATION OF REGISTRATION FEE**

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| <b>Title of each class of securities to be registered</b> | <b>Amount to be registered</b> | <b>Proposed maximum offering price per unit (1)</b> | <b>Proposed maximum aggregate offering price (1)</b> | <b>Amount of registration fee</b> |
|---|--------------------------------|---|--|-----------------------------------|
| Class A Common Stock, par value \$0.001 per share         | 2,700,000 shares               | \$40.61   | \$109,647,000  | \$11,732.23(2)                    |

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(1) Estimated solely for purposes of calculating the registration fee hereunder.

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- (2) This filing fee of \$11,732.23 is calculated in accordance with Rule 457(r) of the Securities Act of 1933 and relates to the registration statement on Form S-3 (File No. 333-140272) filed by SunPower Corporation on January 29, 2007.