Edgar Filing: SUNOCO INC - Form 4

SUNOCO I Form 4										
December 1 FORN Check t if no lor subject Section Form 4 Form 5 obligati may cor <i>See</i> Inst 1(b).	A 4 UNITED his box to 16. or States Section 17(MENT OF rsuant to Se (a) of the Pt	Was CHAN ection 10 ublic Ut	bington GES IN SECUF 6(a) of the ility Hol	, D.C. 2 BENEI RITIES a Secur ding Co	0549 FICIAL O' ities Excha	COMMISSIO WNERSHIP OF nge Act of 1934, of 1935 or Secti 940	N OMB Number: Expires: Estimated burden hou response	urs per	
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> EDWARDS GARY W			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]				5. Relationship of Reporting Person(s) to Issuer			
(Last) 1735 MAR	(First) ((3. Date of (Month/D 12/10/20		ransactior	1	(Ch X_ Director Officer (giv below)		le) % Owner her (specify	
	4. If Amendment, Date Original Filed(Month/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 						
	LPHIA, PA 19103						Person			
(City)	(State)	(Zip)					cquired, Disposed		-	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemec Execution D any (Month/Day	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or d of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	port on a separate line	e for each clas	ss of secu	rities benet	Perse infor requi	ons who res mation cont red to resp ays a curre	or indirectly. Spond to the collectained in this form and unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(Inst

	Derivative Security				or Dispose (D) (Instr. 3, 4 and 5)						
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Share Units	<u>(1)</u>	12/10/2008	А		9.637		(2)	(2)	Common Stock	9.637	\$ 3
Phantom Stock	<u>(1)</u>	12/10/2008	А		14.988		(2)	(2)	Common Stock	14.988	\$ 3

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
EDWARDS GARY W 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Х						
Signatures							
/s/ John J. DiRocco, Jr., Attorney-in-Fact		12/11/200	8				
**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) Conversion rate is 1 for 1.
- (2) Not Applicable
- (3) Total of 1,186.726 Restricted Share Units beneficially owned following reported transaction under Sunoco, Inc.'s Deferred Compensation Plan II.
- (4) Total of 1,845.572 Phantom Stock Units beneficially owned following reported transaction under Sunoco, Inc.'s Directors' Deferred Compensation Plan II.

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.