

Colavita Michael J
 Form 3
 March 05, 2012

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 Colavita Michael J		(Month/Day/Year)	SUNOCO INC [SUN]	
(Last)	(First)	(Middle)	03/05/2012	
1818 MARKET STREET, Â SUITE 1500			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PHILADELPHIA, Â PA Â 19103			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Vice President & Interim CFO	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

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)
Common Stock	168 ⁽¹⁾	I	ESOP Trust
Common Stock	4,872	D	Â

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 (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Common Stock Unit	Â (2)	Â (2)	Common Stock	1,344 (3)	\$ (4)	D	Â
Common Stock Unit	Â (2)	Â (2)	Common Stock	1,990 (5)	\$ (4)	D	Â
Stock Options (Right to Buy)	03/03/2011	03/03/2020	Common Stock	5,300 (6)	\$ 23.46	D	Â
Stock Options (Right to Buy)	12/03/2009	12/03/2018	Common Stock	7,300 (7)	\$ 29.36	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Colavita Michael J 1818 MARKET STREET SUITE 1500 PHILADELPHIA, PA 19103	Â	Â	Â Vice President & Interim CFO	Â

Signatures

/s/ John J. DiRocco, Jr.,
Attorney-in-Fact

03/05/2012

**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) Routine, periodic acquisition of share equivalents pursuant to the Sunoco, Inc. Capital Accumulation Plan in transactions exempt under Rule 16(b). This information is provided by the Plan Administrator.
- (2) Not Applicable
- (3) Restricted common stock units awarded on March 2, 2011 pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan III ("LTPEPIII") in a transaction exempt under Rule 16b-3. These restricted common stock units vest ratably in increments of one-third at the end of each of three annual vesting cycles. Incremental settlement is contingent only upon the continued employment of reporting person with the Company through the end of each annual vesting cycle.
- (4) Conversion rate is 1 for 1.
- (5) Restricted common stock units awarded on March 3, 2010 pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan II ("LTPEPII") in a transaction exempt under Rule 16b-3. Payout of these restricted common stock units is contingent upon the continued employment of the respective recipient with the Company through March 1, 2013.
- (6) Stock options (right to buy Sunoco, Inc. common stock) exercisable in one-third installments on the anniversary of the date of grant (i.e. the first installment exercisable on March 3, 2011, the second on March 2, 2012, and the remaining installment exercisable on March 1, 2013), pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan II "LTPEPII", in a transaction exempt under Rule 16b-3.
- (7)

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Stock options (right to buy Sunoco, Inc. common stock) exercisable in one-third installments on the anniversary of the date of grant (i.e. the first installment exercisable on December 3, 2009, the second installment exercisable on December 3, 2010, and the remaining installment exercisable on December 3, 2011), pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan II "LTPEP II"), in a transaction exempt under Rule 16b-3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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