

GERRITY THOMAS P

Form 4

May 09, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box
 if no longer
 subject to
 Section 16.
 Form 4 or
 Form 5
 obligations
 may continue.
See Instruction
 1(b).

**STATEMENT OF CHANGES IN 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 *
GERRITY THOMAS P

2. Issuer Name **and** Ticker or Trading
 Symbol
SUNOCO INC [SUN]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)
1801 MARKET STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
05/05/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

PHILADELPHIA, PA 19103-1699

(City) (State) (Zip)

4. If Amendment, Date Original
 Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
 Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
Common Stock	05/05/2005		J(1)	465 A	\$ 98.56 1,950 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 information contained in this form are not
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SEC 1474
 (9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Deferred Share Units	\$ 0							08/08/1988	08/08/1988	Common Stock	11,219
Deferred Share Units	(3)	05/05/2005		A(4)		220.333		08/08/1988	08/08/1988	Common Stock	220.3

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GERRITY THOMAS P 1801 MARKET STREET PHILADELPHIA, PA 19103-1699	X

Signatures

/s/ John J. DiRocco, Jr.,
Attorney-in-fact for 05/09/2005

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).
- (5) Total of 11,440.261 restricted share units beneficially owned following reported transaction.
- (4) Yearly election credit credited as Restricted Share Units acquired pursuant to the Sunoco, Inc. Directors' Deferred Compensation Plan, in transaction exempt under Rule 16b-3(d).
- (3) The conversion rate is 1 for 1.
- (1) Granted pursuant to Rule 16b-3(d)(1).
- (2) Total of 1,950 shares of Sunoco, Inc. common stock beneficially owned following reported transaction.

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.