Edgar Filing: SUNOCO INC - Form 4

June 12, 2009 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 4 or Form 4 or Section 16. Section 17(a) of the Public Utility Holding Company Act of 1934, assee instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person 1(b). (Print or Type Response) 1. Name and Address of Reporting Person 1(c). (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/	SUNOCO II	NC									
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$\begin{array}{c} \text{Code V Amount (D) Price} \end{array} (11517.3 \text{ and } 4) \\ \text{Common} 06/10/2009 \qquad \qquad I(1) 692 \Delta \$ 21.727.788 D \end{array}$	Security		Execution any	Date, if	Transactio Code	on(A) or Di	spose 4 and (A)	d of (D)	Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership
Common 06/10/2009 I(1) 692 A \$ 21,727,788 D					Code V	Amount		Price	(Instr. 3 and 4)		
		06/10/2009						\$ 28.974	21,727.788	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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)	Code	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5))	Date	7. Title and A Underlying S (Instr. 3 and 4	Securities
				Code V	(A) (D)) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Share Units	<u>(2)</u>	06/10/2009		А	225.539	(3)	(3)	Common Stock	225.539

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
KAISER JAMES G 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Х			
Signatures				
/s/ Louisa K. Cresson, Attorney-in-Fact		06/12/2009		
<u>**</u> 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) Granted pursuant to Rule 16b-3(d)(1).
- (2) Conversion rate is 1 for 1.
- (3) Not Applicable

Total of 22,008.12 Restricted Share Units beneficially owned following reported transaction (187.823 Restricted Share Units under (4) Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 37.716 Restricted Share Units 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.