**ZELENY DENNIS** 

Form 4 March 04, 2011

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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)

(Last)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \*

**ZELENY DENNIS** 

(Middle) (First)

1735 MARKET STREET

(Street)

PHILADELPHIA, PA 19103-7583

2. Issuer Name and Ticker or Trading

Symbol

SUNOCO INC [SUN]

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

03/02/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

(State) (Zip) 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. Code

TransactionAcquired (A) or Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

4. Securities

Owned Following Reported (A) Transaction(s)

Issuer

below)

Person

5. Amount of

Securities

Beneficially

Director

Applicable Line)

\_X\_\_ Officer (give title

(Instr. 3 and 4) Code V Amount (D) Price

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)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

(Instr. 3 and 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Sr. VP and Chief HR Officer

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

Estimated average

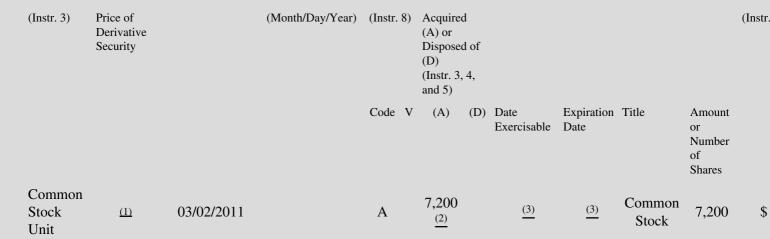
burden hours per

7. Title and Amount of 8. Price Underlying Securities

Deriv

Secur

#### Edgar Filing: ZELENY DENNIS - Form 4



## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ZELENY DENNIS 1735 MARKET STREET PHILADELPHIA, PA 19103-7583 Sr. VP and Chief HR Officer

## **Signatures**

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

03/04/2011

\*\*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.
- Award of restricted common stock units pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan III 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.
- (3) Not Applicable

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.

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