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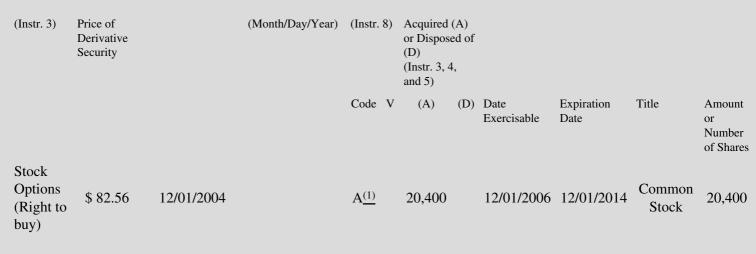
SUNOCO II Form 4	NC											
December 0	3, 2004											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL			
Washington, D.C. 20549							2 COMMISSIC	JN	OMB Number:		-0287	
Check th if no lon	der.								_	Expires:	Janua	ry 31, 2005
subject t Section Form 4 o Form 5	S CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per		0.5		
obligatio may con See Instr 1(b).	tinue. Section 17(a) of the I	Public U		lding	Com	pany Act	nge Act of 1934 of 1935 or Sec 940		L		
(Print or Type	Responses)											
1. Name and Address of Reporting Person <u>*</u> DINGUS MICHAEL H R			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]				5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction				(Check all applicable)					
(Last) (First) (Middle) 1801 MARKET STREET			(Month/Day/Year) 12/01/2004				Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President					
(Street) PHILADELPHIA, PA 19103-1699			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					
								Person				
(City)	(State)	(Zip)	Tab	le I - Non-	Deriva	ative S	ecurities A	cquired, Dispose	d of,	or Beneficia	lly Owne	d
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	onAcqu Dispo (Insti	osed o r. 3, 4 ; (A) or f (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Fc (D (I)	Ownership prm: Direct)) or Indirect) hstr. 4)	7. Nature Indirect Benefici: Ownersh (Instr. 4)	al iip
Reminder: Rep	port on a separate line	e for each cla	ass of sec	urities bene	-		-	-		ion of C	NEC 1474	
					in re di	forma quire	ation cont d to resp s a curre	spond to the col ained in this for ond unless the f ntly valid OMB c	m a orm	re not	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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships						
1. 6	Director	10% Owner	Officer	Other			
DINGUS MICHAEL H R 1801 MARKET STREET PHILADELPHIA, PA 19103-1699			Senior Vice President				
Signatures							
/s/ John J. DiRocco, Jr.,							

Attorney-in-fact for	12/03/2004		
**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).

Stock options (rights to buy Sunoco, Inc. common stock) exercisable two years from the date of grant, pursuant to the Sunoco, Inc. Long
 (1) Term Performance Enhancement Plan II ("LTPEP II"), in a transaction exempt under Rule 16b-3. These stock options were granted with tandem appreciation rights ("Limited Rights") that may be exercised for cash only in the event of a change in control of Sunoco, Inc.

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.