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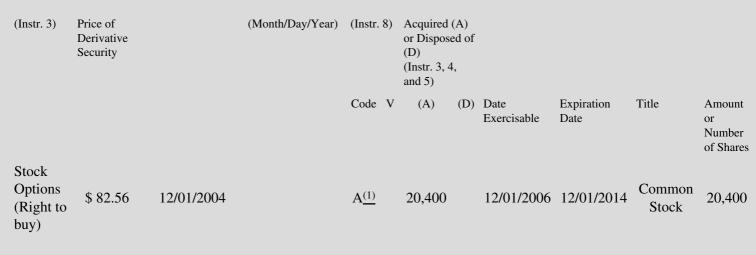
SUNOCO INC Form 4										
December 03, 200		~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~					~ ~ ~ ~ ~ ~ ~ ~ ~ ~		PPROVAL	
	UNITED	STATES	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					N OMB Number:	3235-02	-
Check this box if no longer subject to Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated burden hou	Expires: January 31, 2005 Estimated average burden hours per response 0.5	
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	*	a) of the H	Public U	tility Hol	ding Con		nge Act of 1934 of 1935 or Secti 940			
(Print or Type Respon	ises)									
1. Name and Address of Reporting Person <u>*</u> KURITZKES MICHAEL S			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (I	First) (1	Middle)	3. Date of Earliest Transaction			(Ch	eck all applicabl	e)		
1801 MARKET STREET			(Month/Day/Year) 12/01/2004				Director 10% Owner XOfficer (give title Other (specify below) below) Senior V.P. & General Counsel			
(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) (S	State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	nsaction Date h/Day/Year)	2A. Deeme Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Securiti nAcquired Disposed (Instr. 3, 4	es (A) or of (D)	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 Indirect	
Reminder: Report on	a separate line	for each cla	ass of sect	urities bene	Perso inform requir	ns who restation cont ed to response ys a current	or indirectly. spond to the colle ained in this forr ond unless the fo ntly valid OMB co	n are not orm	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						
	Director	10% Owner	Officer	Other			
KURITZKES MICHAEL S 1801 MARKET STREET PHILADELPHIA, PA 19103-1699			Senior V.P. & General Counsel				
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.