## Edgar Filing: SUNOCO INC - Form 4

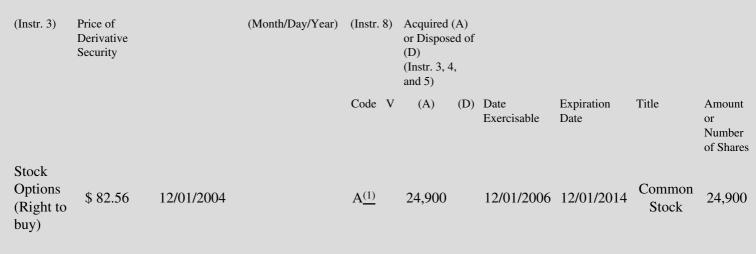
SUNOCO IN Form 4												
December 03										OMB A	PPROV	۹L
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSI Washington, D.C. 20549							COMMISSIC	DN	OMB Number:	3235	-0287	
Check thi if no long	er									Expires:	Janua	ry 31, 2005
subject to STATEMENT OF CHA Section 16. Form 4 or				ANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated average burden hours per		0.5
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Section 17(	a) of the H	Public U	Jtility Ho	lding (		Act of	ge Act of 1934 of 1935 or Sec 940				
(Print or Type R	Responses)											
1. Name and Address of Reporting Person <u>*</u> VALUTAS CHARLES K			2. Issuer Name <b>and</b> Ticker or Trading Symbol SUNOCO INC [SUN]				g	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction				(Check all applicable)					
1801 MARKET STREET			(Month/Day/Year) 12/01/2004					Director 10% Owner X Officer (give title Other (specify below) below) Sr. VP & Chief Admin Officer				
PHILADEL	(Street) PHIA, PA 19103	-1699		endment, D onth/Day/Yea		ginal		6. Individual o Applicable Line _X_ Form filed Form filed b Person	) by Oi	ne Reporting Po	erson	
(City)	(State)	(Zip)	Tab	ole I - Non-	Deriva	tive Securi	ties Ac	equired, Dispose	d of,	or Beneficia	lly Owne	d
	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	onAcqui Dispc (Instr	curities ired (A) or osed of (D) . 3, 4 and 5) (A) or unt (D)	)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Fo (D (I)	Ownership orm: Direct or Indirect hstr. 4)	7. Nature Indirect Benefici Ownersh (Instr. 4)	al 1ip
Reminder: Repo	ort on a separate line	for each cla	ass of sec	urities bene	Pe inf red dis	ersons wh formation quired to	o resp conta respo	indirectly. bond to the col lined in this for nd unless the f tly valid OMB c	rm a form	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**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
VALUTAS CHARLES K 1801 MARKET STREET PHILADELPHIA, PA 19103-1699			Sr. VP & Chief Admin Officer					
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.