Edgar Filing: SUNOCO INC - Form 4

SUNOCO INC Form 4	2											
May 08, 2006												
FORM	Л									PPROVAL	L	
	UNITED	STATES		RITIES An ashington				E COMMISSIO	N OMB Number:	3235-0)287	
Check this l if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instruct	Section Public U	CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ction 16(a) of the Securities Exchange Act of 1934, ablic Utility Holding Company Act of 1935 or Sectio f the Investment Company Act of 1940						Expires: January 31, 2005 Estimated average burden hours per response 0.5				
1(b).												
(Print or Type Res	sponses)											
1. Name and Address of Reporting Person <u>*</u> KAISER JAMES G			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	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 						
PHILADELP	HIA, PA 19103	3-7583						Person	More than One K	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivat	ive Se	curities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	Transaction Date /onth/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	Dispos (Instr.	red (A sed of 3, 4 an (A o	.) or (D) nd 5) A) or	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 Beneficial Ownership (Instr. 4)	l	
Reminder: Report	t on a separate line	e for each cl	ass of sec	urities bene	ficially	owned	d directly	or indirectly.				
					info req dis	ormat Juired	tion cont I to resp a curre	spond to the collect tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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Derivative Security				Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Share Units	<u>(1)</u>	05/04/2006	А		720.245		(2)	(2)	Common Stock	720.245 \$

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
KAISER JAMES G 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Х								
Signatures									
John J. DiRocco, Jr., Attorney-in-fa Kaiser	0	5/08/2006							
<u>**</u> Signature of Reporting Pers		Date							
Evaluation of Deen		••							

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).
- (2) Not Applicable
- (1) Conversion rate is 1 for 1.
- (3) Yearly election credit credited as Restricted Share Units acquired pursuant to the Sunoco, Inc. Directors' Deferred Compensation Plan II, in transaction exempt under Rule 16b-3(d).

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.