## Edgar Filing: SUNOCO INC - Form 4

SUNOCO I	NC								
Form 4									
June 21, 200									
FORM	14	STATES SE		AND EXCHANGE	COMMISSION	r	PPROVAL		
	UNITED	STATES SE	Washington			OMB Number:	3235-0287		
Check th	his box		vv ashington	, D.C. 20349			January 31,		
if no lon	- NIATHN	MENT OF C	HANGES IN	BENEFICIAL OV	WNERSHIP OF	Expires:	2005		
subject t Section	10		SECUI			Estimated			
Form 4						burden hou response			
Form 5	Filed put	rsuant to Sect	ion 16(a) of th	ne Securities Exchan	nge Act of 1934,				
obligation may con		(a) of the Pub	lic Utility Hol	ding Company Act	of 1935 or Sectio	n			
See Inst		30(h) of t	the Investment	t Company Act of 1	940				
1(b).									
(Drint on Type	Deemongee)								
(Print or Type	Responses)								
1. Name and	Address of Reporting	Person* 2	Issuer Nome on	<b>d</b> Ticker or Trading	5. Relationship of	f Reporting Per	son(s) to		
	RN URSULA F		nbol	u Hekei of Hading	Issuer				
			JNOCO INC [	SUNI					
(Last)	(First) (		Date of Earliest T	ck all applicabl	k all applicable)				
1735 MARKET STREET			onth/Day/Year)	Tansaction	X_ Director 10% Owner				
			/19/2006		Officer (give title Other (specify				
					below)	below)			
(Street)			f Amendment, D	-	6. Individual or Joint/Group Filing(Check				
		File	ed(Month/Day/Yea	r)	Applicable Line) _X_ Form filed by	One Reporting P	erson		
PHILADEI	LPHIA, PA 19103	3-7583			Form filed by M	More than One R			
					Person				
(City)	(State)	(Zip)	Table I - Non-l	Derivative Securities A	cquired, Disposed o	f, or Beneficia	lly Owned		
1.Title of	2. Transaction Date		3.	4. Securities	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date		nAcquired (A) or		Form: Direct	Indirect		
(Instr. 3)		any (Month/Day/Y	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)	Beneficially Owned	D) or Indirect I)	Ownership		
		(1.101111) 2 uj; 1	(11041-0)	(11541 0, 1 410 0)	`	Instr. 4)	(Instr. 4)		
				(A)	Reported				
				or	Transaction(s) (Instr. 3 and 4)				
			Code V	Amount (D) Price	(insure and i)				
Reminder: Re	port on a separate line	e for each class o	of securities bene	ficially owned directly of	or indirectly.				
					pond to the collec	tion of	SEC 1474		
					ained in this form		(9-02)		
					ond unless the for http://www.com/com/com/com/com/com/com/com/com/com/				

## 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		

number.

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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
Phantom Stock Units	<u>(1)</u>	06/19/2006	A <u>(2)</u>		271.951		(3)	(3)	Common Stock	271.951 \$

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
1	Director	10% Owner	Officer	Other				
FAIRBAIRN URSULA F 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Х							
Signatures								
John J. DiRocco, Jr., Attorney-in-fa Fairbairn	06/21/2006							

\*\*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).
- (2) Crediting of share units representing voluntary deferred compensation pursuant to the Sunoco, Inc. Directors Deferred Compensation Plan II, in transactions exempt under Rule 16b-3(d).
- (3) Not Applicable
- (1) Conversion rate is 1 for 1.
- (4) Total of 12,231.668 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II, beneficially owned following reported transaction.

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.