SUNOCO INC Form 4 September 12, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * KAISER JAMES G

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(Instr. 3)

(First)

(Middle)

SUNOCO INC [SUN] 3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

09/08/2006

(Street) 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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

PHILADELPHIA, PA 19103-7583

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security

1735 MARKET STREET

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned Following Reported

(D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Transaction(s)

(Instr. 3 and 4)

SEC 1474 (9-02)

7. Nature of

Indirect

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise (Instr. 3) Price of (Month/Day/Year)

5. Number of 4 TransactionDerivative Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

8. Pı Deri Secu (Inst Edgar Filing: SUNOCO INC - Form 4

Derivative or Disposed of Security (D) (Instr. 3, 4,

(Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title
Exercisable Date

Amount or Number

of Shares

Deferred

Units

Share <u>(1)</u> 09/08/2006

A 63.876

 $\frac{(2)}{2}$ Common Stock

mon ck 63.876 \$ 7.

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KAISER JAMES G 1735 MARKET STREET X PHILADELPHIA, PA 19103-7583

Signatures

John J. DiRocco, Jr., Attorney-in-fact for James G.
Kaiser

09/12/2006

**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) Not Applicable
- (1) Conversion rate is 1 for 1.
- (3) Includes a balance adjustment of 13.607 Restricted Share Units.

Total of 18,686.985 Restricted Share Units beneficially owned following reported transaction. (58.687 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 5.189 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II.)

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.

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