FISCHER BRUCE G

Form 4

December 20, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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Check this box

obligations may continue.

See Instruction

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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * FISCHER BRUCE G

(First)

(Street)

1735 MARKET STREET

(Middle)

2. Issuer Name and Ticker or Trading Symbol

SUNOCO INC [SUN]

3. Date of Earliest Transaction (Month/Day/Year)

12/18/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

below)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

PHILADELPHIA, PA 19103-7583

| (City) | (State) | Zip) Tabl | e I - Non-D | erivative S | Securi | ties Acqu | iired, Disposed of | , or Beneficial | y Owned |
|--------------------------------------|---|---|--|---|--------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securit on(A) or Dis (Instr. 3, 4) | sposed | 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 Beneficial Ownership (Instr. 4) |
| Common Stock | 12/18/2006 | | M | 30,000 | A | \$ 41.28 | 53,885 | D | |
| Common Stock | 12/18/2006 | | F | 22,839 | D | \$ 68.26 | 31,046 | D | |
| Common Stock | | | | | | | 6,777 | I | ESOP Trust |

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

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(9-02)

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number.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of tionDerivative Securities) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---|---|--------|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy) | \$ 41.28 | 12/18/2006 | | M(1) | | 30,000 | 12/01/2006 | 12/01/2014 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|-----------|-------|--|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | | |
| FISCHER BRUCE G | | | Senior | | | | | |
| 1735 MARKET STREET | | | Vice | | | | | |
| PHILADELPHIA, PA 19103-7583 | | | President | | | | | |
| Signatures | | | | | | | | |

Signatures

John J. DiRocco, Jr., Attorney-in-fact for Bruce G.
Fischer

12/20/2006

**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).
- Exercise, via stock swap, of 30,000 stock options granted in 2004 at an option price of \$41.28 in compliance with Rule 16(b)3 under the Sunoco, Inc. Long Term Performance Enhancement Plan II ("LTPEP II") for net of 7,161 shares of Sunoco, Inc. common stock issued to reporting person (18,142 shares swapped to pay option price, and 4,697 shares used for tax withholding obligation).

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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