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Rubin Bruc	e D									
Form 4										
December (05, 2008									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL		
	••• UNITED	STATES					COMMISSIO		3235-0287	
Check t	his box		vva	shington	, D.C. 20	J349		Number:	January 31,	
if no longer subject to STATEMENT OF CHANGES IN BENE				BENEE		WNFRSHIP OF	Expires:	2005		
	subject to STATEMENT OF CHA				SECURITIES				Estimated average burden hours per	
Form 4						response	•			
Form 5						•	. 0.0			
obligati may cor	ons Section 170						of 1935 or Secti			
See Inst		30(h) c	of the Ir	nvestment	Compar	ny Act of 1	940			
1(b).										
	D \									
(Print or Type	(Responses)									
1. Name and	Address of Reporting	Person *	2 Issue	er Name an o	d Ticker o	r Trading	5. Relationship	of Reporting Pe	rson(s) to	
			Symbol		a Herei of	Trading	Issuer			
			-	CO INC [SUN					
(Last)	(First) (f Earliest T	_		(Cho	eck all applicabl	le)	
(2000)	(1100)	· · · ·		Day/Year)	ransaction		Director	109	% Owner	
			12/03/2008				XOfficer (give titleOther (specify below)			
							below)	Vice President		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
PHILADE	LPHIA, PA 19103	3					Person	More than One R	eporting	
(City)	(State)	(Zip)	Tah	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of or Beneficia	ally Owned	
1.Title of	2. Transaction Date	24 Deeme		3.	4. Securit		5. Amount of	6. Ownership	-	
Security	(Month/Day/Year)	Execution E		5. Transactio			Securities	Form: Direct	7. Nature of Indirect	
(Instr. 3)	× • • •	any	,	Code	Disposed		Beneficially	(D) or Indirect	Beneficial	
		(Month/Day	/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned	(I) (In str. 4)	Ownership	
							Following Reported	(Instr. 4)	(Instr. 4)	
						(A) or	Transaction(s)			
				Code V	Amount	(D) Price	(Instr. 3 and 4)			
Demin 1 D		. f 1 . 1	6		6: -: - 11					
Keminder: Re	port on a separate line	e for each clas	ss of sect	unties bene	-	-	or indirectly.	ection of	SEC 1474	
							tained in this forn		(9-02)	

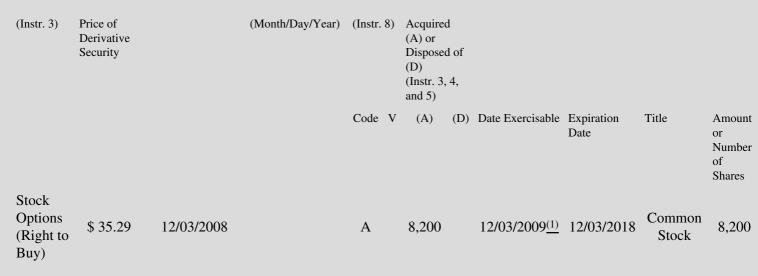
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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Rubin Bruce D 1735 MARKET STREET PHILADELPHIA, PA 19103		Vice President					
Signatures							
/s/ Louisa K. Cresson, Attorney-in-Fact	12/05/2008						
**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 (right to buy Sunoco, Inc. common stock) exercisable in one-third installments on the anniversary of the date of grant (i.e. the first installment exercisable on December 3, 2009, the second installment exercisable on December 3, 2010, and the remaining

(1) the first installment exercisable on December 3, 2007, the second installment exercisable on December 3, 2011), pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan II "LTPEP II"), in a transaction exempt under Rule 16b-3.

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.