**SUNOCO INC** Form 4 December 11, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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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).

Security

(Instr. 3)

1. Name and Address of Reporting Person \* RATCLIFFE GEORGE J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

SUNOCO INC [SUN]

12/10/2008

(First) (Middle) (Last)

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

X\_ Director 10% Owner Officer (give title Other (specify below)

1735 MARKET STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

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

PHILADELPHIA, PA 19103-7583

(Street)

(City) (State) (Zip) 1.Title of

2. Transaction Date 2A. Deemed 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### 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 Ex
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration
Security	or Exercise		any	Code	Securities	(Month/D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)	

7. Title and Amount of 8. Pı Exercisable and on Date **Underlying Securities** Deri Day/Year) (Instr. 3 and 4) Secu (Inst

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	Derivative Security			or Dispose (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>	12/10/2008	A	29.299	<u>(2)</u>	(2)	Common Stock	29.299	\$ 30
Phantom Stock	<u>(1)</u>	12/10/2008	A	37.421	<u>(2)</u>	(2)	Common Stock	37.421	\$ 30

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
reporting Owner Family Fautress	Director	10% Owner	Officer	Other		
RATCLIFFE GEORGE J 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	X					

# **Signatures**

/s/ John J. DiRocco, Jr., Attorney-in-Fact

\*\*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).
- (1) Conversion rate is 1 for 1.
- (2) Not Applicable
- (3) Total of 3,607.824 Restricted Share Units beneficially owned following reported transaction under Sunoco, Inc.'s Directors' Deferred Compensation Plan II.
- (4) Total of 4,607.898 Phantom Stock Units beneficially owned following reported transaction under Sunoco, Inc.'s Director's 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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