## Edgar Filing: SUNOCO INC - Form 4

SUNOCO IN Form 4									
December 11 FORN Check th	STATES	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						PPROVAL 3235-0287 January 31,	
if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. r Filed put inue. Section 17(	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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 I	Responses)								
1. Name and Address of Reporting Person <u>*</u> ROWE JOHN W		Person <u>*</u>	2. Issuer Name <b>and</b> Ticker or Trading Symbol SUNOCO INC [SUN]			5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 1735 MARKET STREET		Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/10/2008			(Check all applicable) <u>X</u> Director Officer (give title 10% Owner below) Other (specify below)			
PHILADEL	(Street) PHIA, PA 1910.	3-7583		endment, E onth/Day/Ye	-	nal	6. Individual or J Applicable Line) _X_ Form filed by Form filed by Person		erson
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivativ	e Securities	Acquired, Disposed of	of, or Beneficia	lly Owned
	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Secur onAcquire Dispose (Instr. 3,	ities d (A) or d of (D) , 4 and 5) (A) or	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
Reminder: Rep	ort on a separate line	e for each cl	ass of sec	urities bene	Pers infor requ	ons who re mation con ired to resp lays a curre	or indirectly. spond to the collect tained in this form ond unless the for ently valid OMB co	are not m	SEC 1474 (9-02)

## 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	tion Date, if TransactionDerivative		Expiration Date Underlying Securit	
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		

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	Derivative Security			Disposed of (Instr. 3, 4, 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	40.552	(2)	(2)	Common Stock	40.552 \$
Phantom Stock	<u>(1)</u>	12/10/2008	А	116.428	(2)	(2)	Common Stock	116.428 \$

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
F	Director	10% Owner	Officer	Other		
ROWE JOHN W 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Х					
Signatures						
/s/ John J. DiRocco, Jr., Attorney-in-Fact		12/11/200	8			

\*\*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

Total of 4,993.45 Restricted Share Units beneficially owned following reported transaction (11.253 Restricted Share Units under Sunoco,

(3) Inc.'s Directors' Deferred Compensation Plan I and 29.299 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).

Total of 14,336.596 Phantom Stock Units beneficially owned following reported transaction (43.110 Phantom Stock Units under Sunoco, (4) Inc.'s Directors' Deferred Compensation Plan I and 73.318 Phantom Stock 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.