#### FAIRBAIRN URSULA F

Form 4

September 14, 2009

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

OMB 3235-0287 Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FAIRBAIRN URSULA F Issuer Symbol SUNOCO INC [SUN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Other (specify Officer (give title 1735 MARKET STREET 09/10/2009 below) (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

PHILADELPHIA, PA 19103-7583

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative Sec	urities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on (A) or Dispose (Instr. 3, 4 and (A) or Amount (D)	sed of (D) d 5)	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	09/10/2009		J <u>(1)</u>	1,271 A	\$ 26.559	8,716.272	D	

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)

### Edgar Filing: FAIRBAIRN URSULA F - Form 4

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D (Instr. 3, 4, and 5)	Expiration I (Month/Day r	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	
Phantom Stock	<u>(2)</u>	09/10/2009		A	160.089	<u>(3)</u>	(3)	Common Stock	160.089 \$	
Deferred Share Units	(2)	09/10/2009		A	96.953	<u>(3)</u>	(3)	Common Stock	96.953 \$	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
FAIRBAIRN URSULA F 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	X					

# **Signatures**

/s/ John J. DiRocco, Jr.,
Attorney-in-Fact
09/14/2009

\*\*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) Granted pursuant to Rule 16b-3(d)(1).
- (2) Conversion rate is 1 for 1.
- (3) Not Applicable
  - Total of 14,332.734 Phantom Stock Units beneficially owned following reported transaction (122.236 Phantom Stock Units under
- (4) Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 37.853 Phanton Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).
- Total of 8,680.230 Restricted Share Units beneficially owned following reported transaction (55.381 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 41.572 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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