Pickering John D Form 3 May 11, 2011

### FORM 3

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

#### OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response...
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. Name and Address of Reporting Person * Â Pickering John D		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol SUNOCO INC [SUN]					
(Last)	(First)	(Middle)	(Month/Day/Year) 05/11/2011	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)	
1735 MARKET	STREET						Titod(Naoma Buj) Tem)	
	(Street)			(Check a	Check all applicable) 6. Individuals		6. Individual or Joint/Group	
PHILADELPHI	(A, PA 1	19103-7583		DirectorX Officer (give title belo Senior V	Owner(		Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	Table I - No	on-Derivati	ve Secu	rities B	eneficially Owned	
1.Title of Security (Instr. 4)			2. Amount of Sec Beneficially Own (Instr. 4)	ed Ow For Din or (I)	vnership rm: rect (D) Indirect str. 5)	4. Natur Owners (Instr. 5	•	
Common Stock			2,700		D	Â		
Common Stock			973.06 <u>(1)</u>		I	ESOP	Trust	
Reminder: Report or owned directly or in		ne for each clas	ss of securities beneficially	SEC 1	1473 (7-02	2)		
·	Persons winformatio	n contained o respond ur	to the collection of in this form are not less the form displays entrol number.	a				

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

(Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title	Security	Direct (D)	

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Options (Right to Buy) (2)	03/03/2011	03/03/2020	Common Stock	6,600	\$ 28.2	D	Â

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
reposing of their state of	Director 10% Owner O		Officer	Other		
Pickering John D 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Â	Â	Senior Vice President	Â		

# **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 5(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) Routine, periodic acquisition of share equivalents pursuant to the Sunoco, Inc. Capital Accumulation Plan in transactions exempt under Rule 16(b). This information is provided by the Plan Administrator.
- Stock options (right to buy Sunoco, Inc. common stock) exercisable in one-third installments on the anniversary of the date of grant (i.e. (2) the first installment exercisable on March 3, 2011, the second on March 2, 2012, and the remaining installment exercisable on March 1, 2013), pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan 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.

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