

KURITZKES MICHAEL S
Form 5
January 06, 2005

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
KURITZKES MICHAEL S

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
SUNOCO INC [SUN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior V.P. & General Counsel

1801 MARKET STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

PHILADELPHIA, PA 19103-1699

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) Amount (D) Price			
Common Stock	12/31/2004	Â	J(1)	6.251 A \$ 0 (2)	20,921.724	D	Â
Common Stock	12/31/2004	Â	J(3)	40 A \$ 0 (4)	2,836	I	ESOP Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Phantom Stock	\$ 0 ⁽⁵⁾	12/31/2004	∅	J ⁽⁶⁾	11 ∅	08/08/1988 08/08/1988	Common Stock	11

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KURITZKES MICHAEL S 1801 MARKET STREET PHILADELPHIA, PA 19103-1699	∅	∅	∅ Senior V.P. & General Counsel	∅

Signatures

/s/ John J. DiRocco, Jr.,
 Attorney-in-fact for _____ Date 01/06/2005

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) Routine reinvestment of dividends pursuant to the Sunoco, Inc. Shareholder Access & Reinvestment Plan ("SHARP"), in transaction exempt under Rule 16(b). This information is supplied by the Transfer Agent.
Price ranged from \$61.017 to \$62.801 for reinvestment of dividends for the first and second quarters of 2004. This information is supplied by the Transfer Agent for the Sunoco, Inc. Shareholder Access & Reinvestment Plan ("SHARP"). Reporting person discontinued participation in the Plan after reinvestment of second quarter 2004 dividends.
- (2) Routine, periodic acquisition of share equivalents pursuant to the Sunoco, Inc. Capital Accumulation Plan in transactions exempt under Rule 16(b). This information is supplied by the Plan Administrator.
- (3) Price ranged from \$55.45 to \$82.56 during fiscal year 2004. This information is supplied by the Plan Administrator for the Sunoco, Inc. Capital Accumulation Plan.
- (4) The conversion rate is 1 for 1.
- (5) Routine, periodic acquisition of share equivalents (having no voting rights, and payable only in cash) pursuant to the Sunoco, Inc. Savings Restoration Plan, in transactions exempt under Rule 16b-3.
- (6) Price ranged from \$55.45 to \$82.56 during fiscal year 2004. This information is supplied by the Plan Administrator for the Sunoco, Inc. Savings Restoration Plan.
- (7)

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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