Edgar Filing: SUNOCO INC - Form 4

SUNOCO I Form 4									
December 1 FORN Check th if no lon subject to Section Form 4 Form 5 obligatio may com <i>See</i> Instr 1(b).	A 4 UNITED his box ger to 16. or Dns ttinue.	MENT OF rsuant to S (a) of the P	Wa F CHAN ection 1 Public U	shington NGES IN SECUF (6(a) of th (tility Hol	, D.C. 2 BENE RITIES ne Secur ding Co	0 549 FICIAL O' ities Excha	COMMISSION WNERSHIP OF nge Act of 1934, of 1935 or Secti 940	N OMB Number: Expires: Estimated burden hou response.	urs per
(Print or Type	Responses)								
1. Name and Address of Reporting Person <u>*</u> DARNALL ROBERT J			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]			5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 1735 MARKET STREET			3. Date of Earliest Transaction (Month/Day/Year) 12/08/2006			(Check all applicable) <u></u> Director <u></u> Officer (give title <u></u> 10% Owner <u></u> Other (specify below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	LPHIA, PA 19103						Person		oporting
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivativ	e Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3	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 Beneficial Ownership (Instr. 4)
Reminder: Re	port on a separate line	e for each cla	ass of sect	urities benet	Pers infor requ	ons who res mation cont ired to resp lays a curre	or indirectly. Spond to the colle cained in this form ond unless the fo ntly valid OMB co	n are not rm	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	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(Inst

	Derivative Security			or Disposed of (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>	12/08/2006	А	29.247	(2)	(2)	Common Stock	29.247	\$ 6
Phantom Stock Units	<u>(1)</u>	12/08/2006	А	26.907	(2)	(2)	Common Stock	26.907	\$ 6

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DARNALL ROBERT J 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Х						
Signatures							
John J. DiRocco, Jr., Attorney-in-fa Darnall	ct for Ro	bert J.		12/12/2006			
**Signature of Reporting Per	son			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).
- (2) Not Applicable
- (1) Conversion rate is 1 for 1.
- Total of 7,842.518 Restricted Share Units beneficially owned following reported transaction (23.564 Restricted Share Units under
- (3) Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 5.683 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).

Total of 7,215.291 Phantom Stock Units beneficially owned following reported transaction (21.933 Phantom Stock Units under Sunoco,
(4) Inc.'s Directors' Deferred Compensation Plan I and 4.974 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.