SUNOCO INC Form 4 May 05, 2008

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response...

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** KAISER JAMES G			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	SUNOCO INC [SUN] 3. Date of Earliest Transaction	(Check all applicable)			
1735 MARKET	` ′		(Month/Day/Year) 05/01/2008	_X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
PHILADELPHIA, PA 19103-7583				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	Table Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	` '	any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	•	` ′	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
		(internal Day) Team)	Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	05/01/2008		J <u>(1)</u>	783	A	\$ 51.06	20,509.394	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)

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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. Transactic Code (Instr. 8)	5. Number of beneficially desired and beneficial description of the desired and description of the des		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
Deferred Share Units	<u>(2)</u>	05/01/2008		A	1,160.945		(3)	(3)	Common Stock	1,160.945

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting owner runner runners	Director	10% Owner	Officer	Other				
KAISER JAMES G								
1735 MARKET STREET	X							
PHILADELPHIA, PA 19103-7583								

Signatures

John J. DiRocco, Jr., Attorney-in-fact for James G. Kaiser 05/05/2008

**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).
- (3) Not Applicable
- (2) Conversion rate is 1 for 1.
- (4) Yearly election credit credited as Restricted Share Units acquired pursuant to the Sunoco, Inc. Directors' Deferred Compensation Plan II, in transaction exempt under Rule 16b-3(d).
- (1) Granted pursuant to Rule 16b-3(d)(1).

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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