## Edgar Filing: SUNOCO INC - Form 4

SUNOCO INC Form 4												
September 23, 20	008											
FORM 4									PPROVAL			
	UNITED	STATES		RITIES A shington			E COMMISSION	NOMB Number:	3235-0287			
Check this boy if no longer subject to Section 16. Form 4 or									January 31, 2005 average urs per . 0.5			
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(	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										
(Print or Type Respo	onses)											
1. Name and Address of Reporting Person <u>*</u> EDWARDS GARY W			2. Issuer Name <b>and</b> Ticker or Trading Symbol SUNOCO INC [SUN]				Issuer					
(Last) 1735 MARKET	(Last) (First) (Middle) 3. D (Mo			<ol> <li>Date of Earliest Transaction (Month/Day/Year)</li> <li>09/19/2008</li> </ol>			X Director	Officer (give title Other (specify				
PHILADELPHI	4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>								
							Person					
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Securities	Acquired, Disposed	of, or Beneficia	lly Owned			
	ansaction Date nth/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	Dispose	d (A) or d of (D) , 4 and 5) (A)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	or (D) Pric	(Instr. 3 and 4)					
Reminder: Report of	n a separate line	e for each cla	ass of sec	urities bene	-	-						
					info requ	mation co ired to res lays a curr	espond to the colle ntained in this form pond unless the fo ently valid OMB co	i 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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

8 E S

(]

	Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	(1)	09/19/2008	А		716.893		(2)	(2)	Common Stock	716.893 \$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	Director 10% Owner Offic		Other				
EDWARDS GARY W								
1735 MARKET STREET	Х							
PHILADELPHIA, PA 19103-7583								
Signatures								
John J. DiRocco, Jr., Attorney-in-fact for Gary W.								
Edwards			(	)9/23/2008				
<u>**</u> Signature of Reporting Pe	rson			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.
- (3) Total of 1,830.584 Phantom Stock Units beneficially owned following reported transaction under Sunoco, Inc. 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.