Edgar Filing: SUNOCO INC - Form 4

SUNOCO IN Form 4										
September 12									PPROVAL	
	Washington, D.C. 20549							N OMB Number:	3235-028	
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may cont <i>See</i> Instru 1(b).	6. Filed pur Section 17(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,)5 .5
(Print or Type F	Responses)									
1. Name and Address of Reporting Person <u>*</u> GERRITY THOMAS P			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]				Issuer	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) 1735 MARKET STREET			3. Date of Earliest Transaction (Month/Day/Year) 09/10/2008							
PHILADEL	3-7583	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 Person				
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivativ	e Securities A	cquired, Disposed	of, or Beneficia	ally Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3,	d (A) or d of (D) 4 and 5) (A) or	Securities	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Rep	ort on a separate line	e for each cla	ass of sect	urities bene	Pers infor requ	ons who res mation con ired to resp lays a curre	or indirectly. spond to the colle tained 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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	Derivative	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		

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	Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)						
			Code V	V (2	(A)	· · /	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Share Units	<u>(1)</u>	09/10/2008	А	193	3.225		(2)	(2)	Common Stock	193.225 \$

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
GERRITY THOMAS P 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Х							
Signatures								
John J. DiRocco, Jr., Attorney-in-fa Gerrity	09/12/2008							
<u>**</u> Signature of Reporting Pe		Date						
Evaluation of Deen		~ .						

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 27,311.102 Restricted Share Units beneficially owned following reported transaction. (167.907 Restricted Share Units under
- (3) Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 25.318 Restricted Share 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.