

OWENS ROBERT W  
Form 4  
October 10, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
OWENS ROBERT W

(Last) (First) (Middle)  
1818 MARKET STREET, SUITE 1500  
(Street)

PHILADELPHIA, PA 19103-7583

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
10/05/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock	10/05/2012		D		10,587	D	0

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

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SEC 1474 (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
Stock Options (Right to Buy)	\$ 64.51	10/05/2012		D	23,500	<u>(2)</u> 11/30/2015	Common Stock	23,500
Stock Options (Right to Buy)	\$ 56.93	10/05/2012		D	26,550	<u>(2)</u> 12/06/2016	Common Stock	26,550
Stock Options (Right to Buy)	\$ 53.23	10/05/2012		D	26,500	<u>(2)</u> 12/05/2017	Common Stock	26,500
Stock Options (Right to Buy)	\$ 29.36	10/05/2012		D	33,400	<u>(3)</u> 12/03/2018	Common Stock	33,400
Stock Options (Right to Buy)	\$ 23.46	10/05/2012		D	28,300	<u>(4)</u> 03/03/2020	Common Stock	28,300
Common Stock Unit	<u>(5)</u>	10/05/2012		D	5,760	<u>(6)</u> <u>(6)</u>	Common Stock	5,760
Common Stock Unit	<u>(5)</u>	10/05/2012		D	10,640	<u>(7)</u> <u>(7)</u>	Common Stock	10,640
Deferred Share Units	<u>(5)</u>	10/05/2012		D	2,824	<u>(8)</u> <u>(8)</u>	Common Stock	2,824

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

OWENS ROBERT W  
1818 MARKET STREET  
SUITE 1500  
PHILADELPHIA, PA 19103-7583

Senior  
Vice  
President

## Signatures

/s/ John J. DiRocco, Jr.,  
Attorney-in-Fact

10/10/2012

\*\*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).
- (1) Disposed of pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), in exchange for: (a) the right to receive approximately 5,227 ETP common units; and (b) approximately \$280,238 in cash (less applicable taxes and fees).
- (2) Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), this option was canceled.  
Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these options were canceled, in exchange
- (3) for the right to receive a cash payment of approximately \$689,386 (less applicable taxes and fees), representing the difference between the exercise price of the option and the cash election consideration (\$50 per share).  
Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these options were canceled, in exchange
- (4) for the right to receive a cash payment of approximately \$751,082 (less applicable taxes and fees), representing the difference between the exercise price of the option and the cash election consideration (\$50 per share).
- (5) Conversion rate is 1 for 1.  
Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these time-vested common stock units of
- (6) the issuer were canceled in exchange for the right to receive a cash payment of approximately \$288,000 (less applicable taxes and fees), representing an amount equal to the product of the total number of such common stock units multiplied by the per cash consideration of \$50.  
Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these time-vested common stock units of
- (7) the issuer were canceled in exchange for the right to receive a cash payment of approximately \$532,000 (less applicable taxes and fees), representing an amount equal to the product of the total number of such common stock units multiplied by the per cash consideration of \$50.  
Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these share units credited to the reporting
- (8) person's deferred compensation account(s) were canceled, in exchange for the right to receive a cash payment of approximately \$141,200 (less applicable taxes and fees), representing an amount equal to the product of the total number of such deferred share units multiplied by the per unit cash consideration of \$50.

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

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