Edgar Filing: SUNOCO INC - Form 4

SUNOCO INC Form 4												
June 12, 2008	1										PPROVA	NL
-	STATES	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						N OMB Number:	3235-	0287		
Check this bo if no longer subject to Section 16. Form 4 or Form 5		F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated burden hoi response	Expires: January 31 200 Estimated average burden hours per response 0.		
obligations may continue <i>See</i> Instructio 1(b).	Section 17((a) of the l	Public U		old	ing Co	mpany	Act	nge Act of 1934, of 1935 or Secti 940			
(Print or Type Resp	onses)											
1. Name and Address of Reporting Person <u>*</u> PEW ROBERT ANDERSON			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]				ıg	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	3. Date of Earliest Transaction				(Cho	eck all applicable)				
1735 MARKET STREET			(Month/Day/Year) 06/10/2008					X_ Director10% Owner Officer (give titleOther (specify below) below)				
	7502	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 						
PHILADELPH	IA, PA 19103	3-7583							Person		·r····8	
(City)	(State)	(Zip)	Tab	ole I - Nor	n-De	erivative	Securi	ties A	cquired, Disposed	of, or Beneficia	lly Owned	đ
	ransaction Date onth/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transact Code (Instr. 8)	tion/ I) (Disposed Instr. 3,	(A) or 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 Indirect Beneficia Ownersh (Instr. 4)	al ip
Reminder: Report of	n a senarate line	for each a	ass of see	Code V				Price	or indirectly			
Kenninger. Report C	n a separate fille		ass 01 sec	unities bei		Perso inforr requi	ons wh nation red to	o res cont resp	spond to the colle ained in this forn 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	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Instr.

number.

	Derivative Security				(A) or Disposed (D) (Instr. 3, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Share Units	<u>(1)</u>	06/10/2008	А		7.816		(2)	(2)	Common Stock	7.816	\$ 44.

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
PEW ROBERT ANDERSON 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Х								
Signatures									
John J. DiRocco, Jr., Attorney-in-fa A. Pew	06/	/12/2008							
**Signature of Reporting Perso		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 1,168.761 Restricted Share Units beneficially owned following reported transaction (7.816 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.