Elsenhans Lynn Laverty Form 4 March 04, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

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January 31, 2005

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

Form 5 obligations may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Elsenhans Lynn Laverty

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(City)

(First)

(Street)

(Middle)

(Zip)

SUNOCO INC [SUN] 3. Date of Earliest Transaction

X_ Director

10% Owner

Symbol

(Month/Day/Year) 03/03/2010

X_ Officer (give title Other (specify below) below)

CEO/President 6. Individual or Joint/Group Filing(Check

1735 MARKET STREET

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PHILADELPHIA, PA 19103-7583

(State)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amoun Underlying Securiti (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Disposed	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code '	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Stock Options (Right to Buy)	\$ 28.2	03/03/2010		A	236,40	0	03/03/2011(1)	03/03/2020	Common Stock	236,
Common Stock Unit (4)	<u>(2)</u>	03/03/2010		A	88,940)	(3)	<u>(3)</u>	Common Stock	88,9

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
Elsenhans Lynn Laverty 1735 MARKET STREET	X		CEO/President				
PHILADELPHIA, PA 19103-7583							

Signatures

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

**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).
- Stock options (right to buy Sunoco, Inc. common stock) exercisable in one-third installments on the anniversary of the date of grant (i.e. the first installment exercisable on March 3, 2011, the second on March 2, 2012, and the remaining installment exercisable on March 1, 2013), pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan II "LTPEP II"), in a transaction exempt under Rule 16b-3.
- (2) Conversion rate is 1 for 1.
- (3) Not Applicable

This Form 4 is being filed to report a grant time award of restricted common stock units awarded on March 3, 2010 pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan II ("LTPEP II") in a transaction exempt under Rule 16b-3. Payout of these restricted common stock units is contingent upon the continued employment of the respective recipient with the Company through March 1, 2013.

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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