Edgar Filing: ROWE JOHN W - Form 4

ROWE JOH Form 4									
September 21, 2006 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction See Instruction See Instruction See Instruction See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940						N OMB Number: Expires: Estimated burden hou response	urs per		
See Instr 1(b).				Ĩ					
(Print or Type 1. Name and A ROWE JOI	Address of Reporting	S	2. Issuer Name a Symbol SUNOCO INC		Trading	5. Relationship o Issuer			
(Last) (First) (Middle) 1735 MARKET STREET			 Date of Earliest Transaction (Month/Day/Year) 09/19/2006 			(Check all applicable) <u>X</u> Director Officer (give title 10% Owner below) Director Director below)			
(Street) PHILADELPHIA, PA 19103-7583			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			
(City)	(State)	(Zip)	Table I - Non	-Derivative	Securities A	Person	of. or Beneficia	llv Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day/	3. ate, if Transact Code /Year) (Instr. 8)	4. Securit ionAcquired Disposed	ies (A) or of (D)	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 Indirect	
Reminder: Rej	port on a separate line	e for each clas	s of securities ben	Perso inform requir	ns who res nation cont red to response ays a current	or indirectly. 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 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		

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	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	<u>(1)</u>	09/19/2006	A <u>(2)</u>		407.404		(3)	<u>(3)</u>	Common Stock	407.404 \$

Reporting Owners

Reporting Owner Name / Address	Relationships							
FB	Director	10% Owner	Officer	Other				
ROWE JOHN W								
1735 MARKET STREET	Х							
PHILADELPHIA, PA 19103-7583								
Signatures								
John J. DiRocco, Jr., Attorney-in-fa Rowe	09/21/2006							
**Signature of Reporting Perso		Date						
_Signature of Reporting Lens		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) Crediting of share units representing voluntary deferred compensation pursuant to the Sunoco, Inc. Directors Deferred Compensation Plan II, in transactions exempt under Rule 16b-3(d).
- (3) Not Applicable
- (1) Conversion rate is 1 for 1.
- (4) Total of 8,644.14 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II, beneficially owned following reported transaction.

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.