

SUNOCO INC
Form 4
June 12, 2007

FORM 4

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

OMB APPROVAL

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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 *
DARNALL ROBERT J

(Last) (First) (Middle)
1801 MARKET STREET
(Street)
PHILADELPHIA, PA 19103-1699
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/05/2005

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)

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		

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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Derivative Security	Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount Number Shares	
	Code	V	(A)					(D)
Deferred Share Units	\$ 0				08/08/1988	08/08/1988	Common Stock	3,089.1
Deferred Share Units	<u>(1)</u>	05/05/2005	<u>A</u> ⁽²⁾	220.333	08/08/1988	08/08/1988	Common Stock	220.3
Phantom Stock Units	\$ 0				08/08/1988	08/08/1988	Common Stock	2,875.3
Phantom Stock Units	<u>(3)</u>	05/05/2005	<u>J</u> ⁽⁴⁾	465	08/08/1988	08/08/1988	Common Stock	465

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DARNALL ROBERT J
1801 MARKET STREET
PHILADELPHIA, PA 19103-1699

X

Signatures

/s/ John J. DiRocco, Jr.,
Attorney-in-fact for

05/09/2005

__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) The conversion rate is 1 for 1.

(2) Yearly election credit credited as Restricted Share Units acquired pursuant to the Sunoco, Inc. Directors' Deferred Compensation Plan, in transaction exempt under Rule 16b-3(d).

(4) Crediting of share units representing voluntary deferred compensation pursuant to the Sunoco, Inc. Directors Deferred Compensation Plan, in transactions exempt under Rule 16b-3(d)(1)

(3) The conversion rate is 1 for 1.

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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