SUNOCO INC Form 4 June 12, 2007

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FAIRBAIRN URSULA F

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(First) (Middle) (Last)

SUNOCO INC [SUN]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

06/08/2007

6. Individual or Joint/Group Filing(Check

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

below)

1735 MARKET STREET

PHILADELPHIA, PA 19103-7583

(State)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(City)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

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

5. Amount of Securities Beneficially Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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 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 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise (Instr. 3) Price of (Month/Day/Year)

5. Number of 4 TransactionDerivative Code Securities (Instr. 8) Acquired (A)

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

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

(9-02)

8. Pı Deri Secu (Inst

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	Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V (A)	(D) Date Exercisable	Expiration le Date	Title	Amount or Number of Shares	
Deferred Share Units	<u>(1)</u>	06/08/2007	A	23.932	(2)	(2)	Common Stock	23.932	\$ 7
Phantom Stock Units	<u>(1)</u>	06/08/2007	A	46.005	(2)	(2)	Common Stock	46.005	\$ 79

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
FAIRBAIRN URSULA F 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	X					

Signatures

John J. DiRocco, Jr., Attorney-in-fact for Ursula O. Fairbairn 06/12/2007

**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).
- (2) Not Applicable
 - Total of 6,983.075 Restricted Share Units beneficially owned following reported transaction (15.915 Restricted Share Units under
- (3) Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 8.017 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).
 - Total of 13,423.670 Phantom Stock Units beneficially owned following reported transaction (35.127 Phantom Stock Units under Sunoco,
- (4) Inc.'s Directors' Deferred Compensation Plan I and 10.878 Phanton Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).
- (1) 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. 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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