Edgar Filing: SUNOCO INC - Form 4

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Form 4	NC								
June 12, 20	07								
FORM	Λ4							-	PPROVAL
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287	
Check ti if no lor subject Section Form 4	F CHANGES IN BENEFICIAL OWNERSHIP (SECURITIES				WNERSHIP OF	Expires: Estimated burden hou response	urs per		
Form 5 obligation may con <i>See</i> Inst 1(b).	ntinue. Section 17(a) of the P	ublic U	tility Hol	ding Co		nge Act of 1934, of 1935 or Sectio 940		
(Print or Type	Responses)								
1. Name and Address of Reporting Person <u>*</u> WULFF JOHN K			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)	(Che				ck all applicable)		
1735 MARKET STREET			(Month/Day/Year) 06/08/2007			X_ Director 10% Owner Officer (give title Other (specify below) below)			
			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			
PHILADE	LPHIA, PA 19103	8-7583					Form filed by Person	More than One R	eporting
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or	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 Beneficial Ownership (Instr. 4)
				Code V	Amount	(D) Price			
Reminder: Re	port on a separate line	e for each clas	ss of secu	urities bene	Perso inforr requi	ons who res nation cont red to resp	or indirectly. spond to the collect tained in this form ond unless the for ntly valid OMB co	are not m	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	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(Inst

number.

	Derivative Security			or Dispos (D) (Instr. 3, 4 and 5)					
			Code	V (A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Share Units	<u>(1)</u>	06/08/2007	А	11.19	<u>(2)</u>	(2)	Common Stock	11.19	\$ 7
Phantom Stock Units	<u>(1)</u>	06/08/2007	А	30.524	(2)	(2)	Common Stock	30.524	\$ 7

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WULFF JOHN K 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Х					
Signatures						
John J. DiRocco, Jr., Attorney-in-fa Wulff	ct for Joh	ın K.	06/	12/2007		
**Signature of Reporting Perso	on			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.
- Total of 8,906.496 Phantom Stock Units beneficially owned following reported transaction. (11.705 Phantom Stock Units under Sunoco,
- (4) Inc.'s Directors' Deferred Compensation Plan I and 18.819 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II.)

Total of 3,265.199 Restricted Share Units beneficially owned following reported transaction. (3.173 Restricted Share Units under Sunoco,
 (3) Inc.'s Directors' Deferred Compensation Plan I and 8.017 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.