## Edgar Filing: FAIRBAIRN URSULA F - Form 4

FAIRBAIR	N URSULA F										
Form 4											
June 12, 201	2										
								OMB APPROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMMISSION	OMB Number:	3235-0287	
Check this box if no longer STATEMENT OF CHAN				HANGES IN BENEFICIAL OWN					Expires:	January 31,	
								<b>VERSHIP OF</b>	•	2005	
subject to STATEMENT OF CHAR Section 16.				SECURITIES					Estimated average burden hours per		
Form 4 c	or								response C		
Form 5	Filed pur	suant to S	Section 1	6(a) of the	e Securit	ties E	xchange	e Act of 1934,	·		
obligatio may cont	Section 170	a) of the H	Public U	tility Hold	ding Cor	npan	y Act of	1935 or Section	L		
See Instr 1(b).		30(h)	of the In	vestment	Compar	iy Ac	t of 194	0			
(Print or Type ]	Responses)										
FAIRBAIRN URSULA F Symbols SUN			Symbol					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			SUNOCO INC [SUN]								
				Date of Earliest Transaction							
1818 MARI 1500	KET STREET, S	UITE	(Month/E 06/08/2	Day/Year) 012				XDirector Officer (give t below)		Owner r (specify	
	(Street)		4. If Ame	endment, Da	ate Origina	1		6. Individual or Joi	int/Group Filin	g(Check	
· · /			Filed(Month/Day/Year)					Applicable Line)			
PHILADEL	LPHIA, PA 19103	8-7583		-				_X_ Form filed by O Form filed by M Person			
(City)	(State)	(Zip)								_	
(City)	(State)	(21)	Tabl	le I - Non-D	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deer (Month/Day/Year) Executio any (Month/I				• • •		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(1150. 7)		
Common Stock	06/08/2012			J	725 <u>(1)</u>	, í	\$ 46.558	19,375.676	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of 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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Transaction of Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(2)</u>	06/08/2012		А	64.76	(3)	(3)	Common Stock	64.76	\$ 46.
Deferred Share Units	<u>(2)</u>	06/08/2012		А	39.22	(3)	(3)	Common Stock	39.22	\$ 46.

## Edgar Filing: FAIRBAIRN URSULA F - Form 4

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FAIRBAIRN URSULA F 1818 MARKET STREET SUITE 1500 PHILADELPHIA, PA 19103-7583	Х					
Signatures						
/s/ John J. DiRocco, Jr., Attorney-in-Fact	06/12/2012					
**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) Granted pursuant to Rule 16b-3(d)(1).
- (2) Conversion rate is 1 for 1.
- (3) Not Applicable

Plan II).

- Total of 15,140.152 Phantom Stock Units beneficially owned following reported transaction (49.447 Phantom Stock Units under Sunoco, (4) Inc.'s Directors' Deferred Compensation Plan I and 15.312 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation
- Total of 9,169.220 Restricted Share Units beneficially owned following reported transaction (22.403 Restricted Share Units under
   (5) Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 16.817 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.