

EDWARDS GARY W

Form 4

August 29, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 EDWARDS GARY W

(Last) (First) (Middle)

 1818 MARKET STREET, SUITE
 1500

(Street)

PHILADELPHIA, PA 19103-7583

(City) (State) (Zip)

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

 3. Date of Earliest Transaction
 (Month/Day/Year)
 08/27/2012

 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code V	Price		

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

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 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(I
Phantom Stock	<u>(1)</u>	08/27/2012	A	116.231	<u>(2)</u>	<u>(2)</u>			Common Stock	116.231	\$
Phantom Stock	<u>(1)</u>	08/27/2012	A	609.226	<u>(2)</u>	<u>(2)</u>			Common Stock	609.226	\$
Phantom Stock	<u>(1)</u>	08/27/2012	A	716	<u>(2)</u>	<u>(2)</u>			Common Stock	716	\$
Deferred Share Units	<u>(1)</u>	08/27/2012	A	5.481	<u>(2)</u>	<u>(2)</u>			Common Stock	5.481	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDWARDS GARY W 1818 MARKET STREET SUITE 1500 PHILADELPHIA, PA 19103-7583	X			

Signatures

/s/ John J. DiRocco, Jr.,
Attorney-in-Fact

08/29/2012

 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) Conversion rate is 1 for 1.

(2) Not Applicable

(3) Total of 28,866.628 Phantom Stock Units beneficially owned following reported transaction, granted under Sunoco, Inc.'s Directors' Deferred Compensation Plan II

(4) Total of 1,298.704 Restricted Share Units beneficially owned following reported transaction under Sunoco, Inc. 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.

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