

ZELENY DENNIS

Form 4

October 10, 2012

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZELENY DENNIS

(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)
10/05/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Sr. VP and Chief HR Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common Stock | 10/05/2012 | | D | 6,975 D | 0 | 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.**

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 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 |
| Stock Options (Right to Buy) | \$ 23.46 | 10/05/2012 | | D | | 21,077 | | <u>(2)</u> | 03/03/2020 | Common Stock | 21,077 |
| Stock Options (Right to Buy) | \$ 32.76 | 10/05/2012 | | D | | 23,900 | | <u>(3)</u> | 01/20/2019 | Common Stock | 23,900 |
| Common Stock Unit | <u>(4)</u> | 10/05/2012 | | D | | 9,080 | | <u>(5)</u> | <u>(5)</u> | Common Stock | 9,080 |
| Common Stock Unit | <u>(4)</u> | 10/05/2012 | | D | | 4,800 | | <u>(6)</u> | <u>(6)</u> | Common Stock | 4,800 |
| Common Stock Unit | <u>(4)</u> | 10/05/2012 | | D | | 9,306 | | <u>(7)</u> | <u>(7)</u> | Common Stock | 9,306 |
| Deferred Share Units | <u>(4)</u> | 10/05/2012 | | D | | 1,431 | | <u>(8)</u> | <u>(8)</u> | Common Stock | 1,431 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZELENY DENNIS 1818 MARKET STREET SUITE 1500 PHILADELPHIA, PA 19103-7583 | | | Sr. VP and Chief HR Officer | |

Signatures

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

10/10/2012

**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) Disposed of pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), in exchange for: (a) the right to receive approximately 3,444 ETP common units; and (b) approximately \$184,628 in cash (less applicable taxes and fees).

Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these options were canceled, in exchange
(2) for the right to receive a cash payment of approximately \$559,384 (less applicable taxes and fees), representing the difference between the exercise price of the option and the cash election consideration (\$50 per share).

Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these options were canceled, in exchange
(3) for the right to receive a cash payment of approximately \$412,036 (less applicable taxes and fees), representing the difference between the exercise price of the option and the cash election consideration (\$50 per share).

(4) Conversion rate is 1 for 1.

Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these time-vested common stock units of
(5) the issuer were canceled in exchange for the right to receive a cash payment of approximately \$454,000 (less applicable taxes and fees), representing an amount equal to the product of the total number of such common stock units multiplied by the per cash consideration of \$50.

Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these time-vested common stock units of
(6) the issuer were canceled in exchange for the right to receive a cash payment of approximately \$240,000 (less applicable taxes and fees), representing an amount equal to the product of the total number of such common stock units multiplied by the per cash consideration of \$50.

Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these time-vested common stock units of
(7) the issuer were canceled in exchange for the right to receive a cash payment of approximately \$465,300 (less applicable taxes and fees), representing an amount equal to the product of the total number of such common stock units multiplied by the per cash consideration of \$50.

Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these share units credited to the reporting
(8) person's deferred compensation account(s) were canceled, in exchange for the right to receive a cash payment of approximately \$71,550 (less applicable taxes and fees), representing an amount equal to the product of the total number of such deferred share units multiplied by the per unit cash consideration of \$50.

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.