SUNOCO INC Form 4 March 13, 2007

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

January 31, Expires: 2005

10% Owner

(Instr. 4)

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

Estimated average burden hours per response... 0.5

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).

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * **WULFF JOHN K**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

SUNOCO INC [SUN]

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction

X_ Director

(Month/Day/Year) 1735 MARKET STREET

Officer (give title 03/09/2007

Other (specify below) 6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Instr. 8)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Following

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

PHILADELPHIA, PA 19103-7583

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership

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

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

8. Pı

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	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>	03/09/2007	A	9.437	(2)	(2)	Common Stock	9.437	\$ 6
Phantom Stock Units	<u>(1)</u>	03/09/2007	A	30.226	(2)	(2)	Common Stock	30.226	\$ 6

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	Relationships 10% Owner Officer	Other		
WULFF JOHN K					
1735 MARKET STREET	X				
PHILADELPHIA, PA 19103-7583					

Signatures

/s/ John J. DiRocco, Jr., Attorney-in-fact for John K.
Wulff
03/13/2007

**Signature of Reporting Person

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
- Total of 2,452.449 Restricted Share Units beneficially owned following reported transaction (3.551 Restricted Share Units Under Sunoco (3), Inc.'s Directors' Deferred Compensation Plan and 5.886 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).

Date

Total of 7,855.728 Phantom Stock units beneficially owned following reported transaction (13.096 Phantom Stock Units under Sunoco, (4) Inc.'s Directors' Deferred Compensation Plan I and 17.130 Phantom Stock 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.

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