#### MULHOLLAND PAUL A

Form 5

February 14, 2007

Check this box if

no longer subject

to Section 16.

5 obligations

may continue.

Form 4 or Form

# FORM 5 OMB APPROVAL OMB OMB OMB OMB OMB OMB

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

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Estimated average burden hours per response... 1.0

Number:

Expires:

5. Relationship of Reporting Person(s) to

3235-0362

January 31,

2005

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Address of Reporting Person \*

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

Issuer MULHOLLAND PAUL A Symbol SUNOCO INC [SUN] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title 12/31/2006 Other (specify below) below) 1735 MARKET STREET Treasurer 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) PHILADELPHIA, Â PAÂ 19103-7583 \_X\_ Form Filed by One Reporting Person \_ Form Filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Transaction Securities Form: Direct Indirect Execution Date, if Acquired (A) or Beneficially (Instr. 3) Code Disposed of (D) (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Common Â Â 12/19/2006  $G^{(1)}$ 100 \$0 D 2.938 D Stock Common **ESOP** Â Â Â Â Â Â 7,095 Ι Stock Trust

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

Persons who respond to the collection of information

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**SEC 2270** 

(9-02)

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1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transaction Code	5. Number of	6. Date Exerc Expiration Day/	ate	7. Titl		8. Price of Derivative Security	
(Instr. 3)	Price of Derivative Security		any (Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	è	rear)	Secur	, ,	(Instr. 5)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MULHOLLAND PAUL A 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Â	Â	Treasurer	Â			

## **Signatures**

John J. DiRocco, Jr., Attorney-in-fact for Paul A.
Mulholland

02/14/2007

Date

\*\*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) Gift to 501(c)(3) tax-exempt entity on 12/19/2006. Reporting of transaction deferred to Form 5 for fiscal year 2006.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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