ROWE JOHN W Form 4

September 11, 2007

Check this box

if no longer

subject to

Section 16.

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

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

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OMB APPROVAL

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January 31,

Form 4 or 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).

(Print or Type Responses)

1. Name and Address of Reporting Person * **ROWE JOHN W**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle) (Last) (First)

SUNOCO INC [SUN]

(Check all applicable)

1735 MARKET STREET

3. Date of Earliest Transaction

(Month/Day/Year) 09/07/2007

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

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

PHILADELPHIA, PA 19103-7583

(Street)

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

Security

(Instr. 3)

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership Following (Instr. 4) (Instr. 4)

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

Code V Amount (D) Price

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

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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.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Tı
Security	or Exercise		any	Co
(Instr. 3)	Price of		(Month/Day/Year)	(Iı

3A. Deemed	4.	5. Number of		
Execution Date, if	TransactionDerivative			
any	Code	Securities		
(Month/Day/Year)	(Instr. 8)	Acquired (A)		

6. Date Exercisable and
Expiration Date
(Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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8. Pı

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	Derivative Security			or Dispo (D) (Instr. 3, and 5)						
			Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Share Units	<u>(1)</u>	09/07/2007	A	14.008	}	(2)	(2)	Common Stock	14.008	\$ 72
Phantom Stock Units	(1)	09/07/2007	A	39.873	;	(2)	(2)	Common Stock	39.873	\$ 71

Reporting Owners

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

Signatures

John J. DiRocco, Jr., Attorney-in-fact for John W.
Rowe

09/11/2007

**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).
- (2) Not Applicable
- (1) Conversion rate is 1 for 1.
- Total of 3,692.041 Restricted Share Units beneficially owned following reported transaction. (5.099 Restricted Share Units under Sunoco,
- (3) Inc.'s Directors' Deferred Compensation Plan I and 8.909 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II.)
- Total of 10,508.776 Phantom Stock Units beneficially owned following reported transaction. (19.535 Phantom Stock Units under Sunoco, (4) Inc.'s Directors' Deferred Compensation Plan I and 20.338 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation

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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