## Edgar Filing: SUNOCO INC - Form 4

SUNOCO IN Form 4									
September 2 FORN		STATES					E COMMISSION		PPROVAL 3235-0287
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont <i>See</i> Instru 1(b).	ger 5 16. 5 5 5 5 5 5 5 5 5 5 5 5 5	Washington, D.C. 20549 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 I	Responses)								
1. Name and Address of Reporting Person <u>*</u> JONES JOHN P III			2. Issuer Name <b>and</b> Ticker or Trading Symbol SUNOCO INC [SUN]			5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 1735 MARKET STREET			<ol> <li>Date of Earliest Transaction</li> <li>(Month/Day/Year)</li> <li>09/19/2007</li> </ol>			(Check all applicable) <u></u> Director <u></u> 10% Owner <u></u> Officer (give title <u></u> 0ther (specify below)			
PHILADEL	3-7583	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				
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivativ	e Securities	Person Acquired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deema Execution any (Month/Da	ed Date, if	3. Transactic Code (Instr. 8) Code V	4. Secur onAcquire Dispose (Instr. 3	ities d (A) or d of (D) , 4 and 5) (A) or	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
Reminder: Rep	oort on a separate lind	e for each cla	ass of sec	urities bene	Pers infor requ	ons who re mation con ired to resp lays a curre	or indirectly. espond to the collected atained in this form bond unless the for ently valid OMB co	are not rm	SEC 1474 (9-02)

## 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	Transactio	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) or		

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	Derivative Security				Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(1)	09/19/2007	А		407.078		(2)	(2)	Common Stock	407.078	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships								
I g a a a a a a a a a a a a a a a a a a	Director	Director 10% Owner Offic		Other					
JONES JOHN P III 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Х								
Signatures									
John J. DiRocco, Jr., Attorney-in-fa Jones, III		09/21/2007							
<u>**</u> Signature of Reporting Pe		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.
- (3) Total of 2,569.670 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II, beneficially owned following reported transaction.

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.