Edgar Filing: SUNOCO INC - Form 4

SUNOCO Form 4 September													
FOR	M 4 UNITED	STATES		RITIES . Ashingtor				IGE	COMMISSI	ON	OMB Number:	PPROVA 3235- Januar	0287
if no lo subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	to 16. or Filed put ons ntinue.	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									Expires: Estimated burden hou response	average urs per	0.5
(Print or Type	e Responses)												
1. Name and Address of Reporting Person <u>*</u> ROWE JOHN W			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]					2	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 1735 MARKET STREET			3. Date of Earliest Transaction (Month/Day/Year) 09/19/2007				(Check all applicable) <u>X</u> Director <u>10%</u> Owner Officer (give title <u>Other</u> (specify below)						
PHILADE	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 Person							
(City)	(State)	(Zip)	Tał	ole I - Non-	Der	ivative	Securit	ies Ao	cquired, Dispose	d of.	or Beneficia	llv Owne	d
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution 1 any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8) Code V	4. onAc Di (Ir	Securit equired sposed astr. 3, 4	ies (A) or of (D) 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Fo (D (I)	Ownership orm: Direct) or Indirect	7. Nature Indirect	e of al
Reminder: Ro	eport on a separate lind	e for each cla	uss of sec	eurities bene	eficia	Perso inform requir	ns who nation o red to ro iys a cu	o resp conta espo	r indirectly. pond to the col ained in this fo nd unless the tly valid OMB o	rm a form	re not	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	<u>(1)</u>	09/19/2007	А		380.164		(2)	(2)	Common Stock	380.164	

Reporting Owners

Reporting Owner Name / Address	Relationships								
FB	Director 10% Owner		Officer Other						
ROWE JOHN W 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Х								
Signatures									
John J. DiRocco, Jr., Attorney-in-fa Rowe	09/21/2007								
**Signature of Reporting Perso		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 10,888.940 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.