SUNOCO INC Form 4 March 12, 2008

FORM 4

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * FAIRBAIRN URSULA F

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)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)

X_ Director

10% Owner Officer (give title Other (specify

1735 MARKET STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

03/10/2008

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

below)

PHILADELPHIA, PA 19103-7583

(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 Securities Beneficially Owned Following

7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (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.

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

5. Number of 4 TransactionDerivative Code Securities (Instr. 8) Acquired (A)

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

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

8. Pı Deri Secu (Inst

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| | Derivative Security | | | | (D) (Instr. 3, 4 and 5) | | | | | | |
|----------------------------|------------------------|------------|------|---|----------------------------|-----|---------------------|--------------------|-----------------|-------------------------------------|------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Deferred Share Units | (1) | 03/10/2008 | A | | 31.312 | | (2) | (2) | Common Stock | 31.312 | \$ 6 |
| Phantom Stock Units | (1) | 03/10/2008 | A | | 60.193 | | (2) | (2) | Common Stock | 60.193 | \$ 6 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|---------|-------|--|
| | Director | 10% Owner | Officer | Other | |
| FAIRBAIRN URSULA F 1735 MARKET STREET PHILADELPHIA, PA 19103-7583 | X | | | | |

Signatures

John J. DiRocco, Jr., Attorney-in-fact for Ursula O. Fairbairn 03/12/2008

**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 13,591.525 Phantom Stock Units beneficially owned following reported transaction (45.960 Phantom Stock Units under Sunoco,
- (4) Inc.'s Directors' Deferred Compensation Plan I and 14.233 Phanton Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).
- Total of 7,070.393 Restricted Share Units beneficially owned following reported transaction (20.823 Restricted Share Units under (3) Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 10.489 Restricted Share 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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