Rubin Bruce D Form 5 February 09, 2010	,				PROVAL
FORM 5				OMB AP	PROVAL
Check this box if no longer subject to Section 16.	UNITED STAT	OMB Number: Expires:	3235-0362 January 31, 2005		
Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Filed pursuant to Section 17(a) of the	STATEMENT OF CHANGES IN BEN OWNERSHIP OF SECURITIES O Section 16(a) of the Securities Exchange Public Utility Holding Company Act of 10	ge Act of 1934, of 1935 or Section	Estimated av burden hours response	•
Form 4 Transactions Reported	30(of Reporting Person <u>*</u>	 n) of the Investment Company Act of 19 2. Issuer Name and Ticker or Trading Symbol 	40 5. Relationship of I Issuer	Reporting Perso	on(s) to
	First) (Middle)	SUNOCO INC [SUN] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2009	(Check Director X Officer (give below)		Owner r (specify
1735 MARKET S	SIKEEI		/	r Vice President	
2)	Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joi (check	int/Group Repo	rting

PHILADELPHIA, PAÂ 19103

X Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person

(City)	(State) (Zip) Table	e I - Non-Deri	vative Sec	curitie	s Acqu	ired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi Acquirec Disposec (Instr. 3, Amount	d (A) of d of (D 4 and (A) or))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2009	Â	J4 <u>(1)</u>	133	А	\$ 0 (2)	2,937.554	Ι	ESOP Trust (1)
Common Stock	Â	Â	Â	Â	Â	Â	5,491	D	Â

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I S F I S F I I S (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Rubin Bruce D 1735 MARKET STREET PHILADELPHIA, PA 19103	Â	Â	Senior Vice President	Â			
Signatures							
/s/ John J. DiRocco, Jr., Attorney-in-Fact		02/09/20)10				

**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).
- (1) Routine, periodic acquisition of share equivalents purusant to the Sunoco, Inc. Capital Accumulation Plan in transactions exempt under Rule 16(b). This information is provided by the Plan Administrator.
- (2) Price ranged from \$21.10 to \$35.31 during fiscal year 20093. This information is supplied by the Plan Administrator for the Sunoco, Inc. Capital Accumulation Plan.

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.