## Edgar Filing: MacDonald Brian P - Form 4

MacDonald	d Brian P								
Form 4									
March 05,	2012								
FOR	<b>M 4</b>			DIFIE			-	PPROVAL	
-	UNITED	STATES			AND EXCHANG , D.C. 20549	GE COMMISSION	OMB Number:	3235-0287	
Check if no lo	this box								
subject		AENT O	Estimated	2005 average					
Section 16. SECURITIES							burden ho		
Form 4							response	. 0.5	
Form 5 obligat	inted pul					hange Act of 1934,			
may co	Section 171			•	• • •	ct of 1935 or Section	on		
	truction	30(h)	of the I	nvestmen	t Company Act of	1940			
1(b).									
(Print or Type	e Responses)								
、 J1	1 /								
1. Name and	Address of Reporting	Person <sup>*</sup>	2. Issu	er Name <b>an</b>	<b>d</b> Ticker or Trading	5. Relationship o	f Reporting Per	rson(s) to	
MacDonal		Symbol			Issuer				
	SUNO	CO INC	[SUN]	(Chask all applicable)					
(Last) (First) (Middle)			3. Date of	of Earliest T	ransaction	(Check all applicable)			
1818 MARKET STREET, SUITE			(Month/Day/Year)			Director 10% Owner			
			03/01/2	•		Officer (give title Other (specify			
1500						below) Pre	below) sident and CEC	)	
	(Street)		4 If Am	andmant D	ate Original	6 Individual or l	oint/Group Fili	ng(Chaolr	
(Succi)				onth/Day/Yea	-	6. Individual or Joint/Group Filing(Check Applicable Line)			
			1 mea(init	Jilli Duyi i ce		_X_ Form filed by	One Reporting P	erson	
PHILADE	LPHIA, PA 19103	3				Form filed by Person	More than One R	eporting	
	( <b>7</b>	(7)				Person			
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivative Securities	s Acquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deem	ed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution	Date, if		onAcquired (A) or		Form: Direct	Indirect	
(Instr. 3)	any (Mor		Code Disposed of (Day/Year) (Instr. 8) (Instr. 3, 4 and			-	(D) or Indirect (I)	Beneficial Ownership	
		(WORLD)	ay/ical)	(msu. o)	(msu. 5, 4 and 5)		(I) (Instr. 4)	(Instr. 4)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Seci

number.

(A)

or

Code V Amount (D) Price

Reported

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

Transaction(s)

(Instr. 3 and 4)

SEC 1474

(9-02)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	0 (I (I	Acquired r Dispose D) Instr. 3, 4 nd 5)	ed of					(In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Unit	<u>(1)</u>	03/01/2012		А	4	40,682 (2)		(3)	(3)	Common Stock	40,682	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MacDonald Brian P 1818 MARKET STREET SUITE 1500 PHILADELPHIA, PA 19103			President and CEO					
Signatures								
/s/ John J. DiRocco, Jr., Attorney-in-Fact		03/05/	/2012					

\*\*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) Conversion rate is 1 for 1.

This Form 4 is being filed to report a grant award of restricted common stock units granted on March 1, 2012 pursuant to the Sunoco, Inc.
 Long-Term Performance Enhancement Plan III ("LTPEPIII") in a transaction exempt under Rule 16b-3. These restricted common stock units vest ratably in increments of one-third at the end of each of three annual vesting cycles. Incremental settlement is contingent only

- upon the continued employment of reporting person with the Company through the end of each annual vesting cycle.
- (3) Not Applicable

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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