

FAIRBAIRN URSULA F
Form 4
June 09, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 Responses)

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

(Last) (First) (Middle)
1735 MARKET STREET
(Street)

PHILADELPHIA, PA 19103-7583
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUNOCO INC [SUN]

3. Date of Earliest Transaction
(Month/Day/Year)
06/09/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Securities Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu (Instr. 3 and 4)
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Derivative Security	or Disposed of (D) (Instr. 3, 4, and 5)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	(1)	(2)								
Deferred Share Units	(1)	06/09/2006	A		17.799		(2)	(2)	Common Stock	17.799 \$ 6
Phantom Stock Units	(1)	06/09/2006	A		34.979		(2)	(2)	Common Stock	34.979 \$ 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
 06/09/2006

__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.

(3) Total of 6,085.677 Restricted Share Units beneficially owned following reported transaction. (13,377 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 4,422 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II.)

(4) Total of 11,959.717 Phantom Stock Units beneficially owned following reported transaction. (29,526 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan I 5,453 Phantom Stock 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.

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