SUNOCO INC Form 4 January 02, 2008

FORM 4

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

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person * PEW ROBERT ANDERSON

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

SUNOCO INC [SUN]

(Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 01/02/2008

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

(Check all applicable)

1735 MARKET STREET

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PHILADELPHIA, PA 19103-7583

(City) (State) (Zip) 1.Title of

2. Transaction Date 2A. Deemed 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 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (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 3. Transaction Date 3A. Deemed 5. Number of 7. Title and Amount of 4 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities Acquired (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) (A) or Disposed of

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	Derivative Security				(D) (Instr	tr. 3, 4, and 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Deferred Share Units	<u>(1)</u>	01/02/2008	M(2)			12,755.101	(3)	(3)	Common Stock	12,755.

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
PEW ROBERT ANDERSON 1735 MARKET STREET	X						
PHILADELPHIA, PA 19103-7583							

Signatures

John J. DiRocco, Jr., Attorney-in-fact for Robert 01/02/2008 A. Pew **Signature of Reporting Person

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).
- (3) Not Applicable
- (1) Conversion rate is 1 for 1.
 - "As a Sunoco, Inc. director who will attain age 72 on or before December 2010, and in accordance with applicable Internal Revenue Service transition rules under Internal Revenue Code ?409A, the reporting person elected, on or before December 14, 2007, to do the following: 1. convert, effective January 2, 2008, to Cash Units (i.e., interest-bearing cash equivalents) all account balance amounts

Date

(2) deferred in the form of Share Units under the Sunoco, Inc. Directors' Deferred Compensation Plan I ("Plan I") and the Sunoco, Inc. Directors' Deferred Compensation Plan II ("Plan II"), with each Share Unit so converted being valued at the average closing price of a share of Sunoco, Inc. common stock for the period of ten (10) trading days immediately prior to January 1, 2008; and 2. receive, on June 25, 2008, a one-time cash payment of the Cash Unit account balance amounts in such converted Plan I and 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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