**SUNOCO INC** Form 4 December 11, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

**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

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

PEW ROBERT ANDERSON

(First) (Middle) (Last)

1735 MARKET STREET

(Street)

(State)

4. If Amendment, Date Original

(Month/Day/Year)

12/10/2008

SUNOCO INC [SUN]

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Check all applicable)

Issuer

5. Relationship of Reporting Person(s) to

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

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

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

6. Ownership

Form: Direct

(D) or Indirect Beneficial

PHILADELPHIA, PA 19103-7583

(Zip)

1.Title of 2. Transaction Date 2A. Deemed Security

(City)

(Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

Beneficially Owned Following Reported Transaction(s)

Securities

5. Amount of

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

(Instr. 4)

(Instr. 3 and 4)

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 1474 (9-02)

7. Nature of

Ownership

(Instr. 4)

Indirect

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

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

1. Title of Derivative Conversion Security or Exercise

Price of

(Instr. 3)

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number 4 Transaction Derivative Code Securities (Instr. 8) Acquired

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

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

Deriva Securi (Instr. Edgar Filing: SUNOCO INC - Form 4

Derivative (A) or Security Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date **Expiration Title** Amount Exercisable Date or Number of Shares Deferred Common (2) (2) Share (1) 12/10/2008 Α 9.637 9.637 \$ 36. Stock

## **Reporting Owners**

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

### **Signatures**

Units

/s/ John J. DiRocco, Jr., 12/11/2008 Attorney-in-Fact \*\*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.
- (2) Not Applicable
- Total of 1,186.726 Restricted Share Units beneficially owned following reported transaction 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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