

SUNOCO INC  
Form 8-K  
December 13, 2006

---

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**FORM 8-K**

---

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 13, 2006 (December 7, 2006)

---

**SUNOCO, INC.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction  
of incorporation)

**1-6841**  
(Commission file number)

**23-1743282**  
(I.R.S. employer  
identification number)

**1735 Market Street, Suite LL, Philadelphia, PA**  
(Address of principal executive offices)

**(215) 977-3000**

**19103-7583**  
(Zip Code)

(Registrant's telephone number, including area code)

**NOT APPLICABLE**

(Former name or former address, if changed since last report)

## Edgar Filing: SUNOCO INC - Form 8-K

---

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 8.01. Other Events.**

On December 7, 2006, the Board of Directors of Sunoco, Inc. (the Board ) approved a new policy in the form of an amendment to the Company s Corporate Governance Guidelines regarding the election of directors. Under the amendment, in an uncontested election, any incumbent nominee for director who does not receive at least a majority of the votes cast must submit his or her resignation to the Board. The Governance Committee will evaluate the tendered resignation and make a recommendation to the Board. The Board will then make a decision within 90 days from the date of the certification of the election results. A nominee who is not an incumbent and who does not receive at least a majority of the votes cast (but does receive a plurality vote) is deemed to have been elected and to have immediately resigned.

The Company s amended Guidelines are available on Sunoco s internet website at [www.SunocoInc.com](http://www.SunocoInc.com).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SUNOCO, INC.**

(Registrant)

Date: December 13, 2006

By: /s/ Joseph P. Krott  
Joseph P. Krott

Comptroller

(Principal Accounting Officer)