

SUNOCO INC  
Form 8-K  
February 07, 2008

**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): February 7, 2008

**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)

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

**19103-7583**  
(Zip Code)

**(215) 977-3000**

(Registrant's telephone number, including area code)

**NOT APPLICABLE**

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

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 7, 2008, the Board of Directors of Sunoco, Inc. (the Board ) approved the amendment of the Company s Bylaws, which is effective as of February 7, 2008. Article I, Section 1 of the Bylaws was amended to provide a majority voting standard for director elections together with a director resignation policy, which had previously been included in the Company s Corporate Governance Guidelines. The Bylaws, as amended, provide that, 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. Any nominee who is not an incumbent and who does not receive at least a majority of the votes cast is deemed to have been elected and to have immediately resigned. 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 after the certification of the election results.

A copy of the amendment is attached to this report as Exhibit 3.1.

**Item 9.01. Financial Statement and Exhibits.**

(d) Exhibits

3.1 Amendment No. 2008-1 to the Sunoco, Inc. Bylaws, effective February 7, 2008.

**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: February 7, 2008

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