## Edgar Filing: SUNOCO INC - Form 4

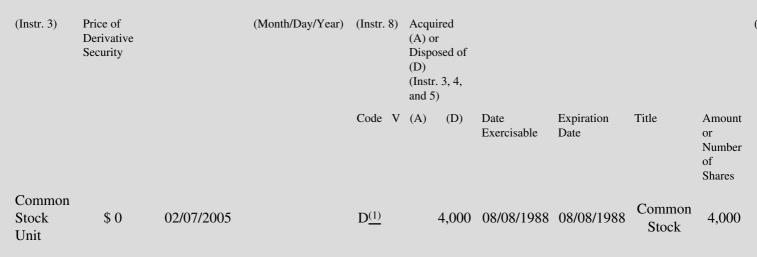
Form 4 February 08, 2005					
Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pur	Wa IENT OF CHAN suant to Section a) of the Public U	RITIES AND EXCHANGE ashington, D.C. 20549 NGES IN BENEFICIAL OV SECURITIES 16(a) of the Securities Exchar Jtility Holding Company Act nvestment Company Act of 1	WNERSHIP OF nge Act of 1934, of 1935 or Sectio	OMB Number: Expires: Estimated burden hou response	urs per
(Print or Type Responses) 1. Name and Address of Reporting FISCHER BRUCE G	Symbol	er Name <b>and</b> Ticker or Trading	5. Relationship of Issuer		
(Last) (First) (1 1801 MARKET STREET		of Earliest Transaction Day/Year) 2005	Director X Officer (give below)		% Owner ler (specify
(Street) PHILADELPHIA, PA 19103	Filed(Me	nendment, Date Original onth/Day/Year)	6. Individual or Jo Applicable Line) _X_ Form filed by M Form filed by M Person		erson
(City) (State)	(Zip) Tal	ble I - Non-Derivative Securities A	cquired, Disposed o	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	SecuritiesHBeneficially(Owned(	5. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Reminder: Report on a separate line	for each class of sec	curities beneficially owned directly o	vr indirectly		
contained. Report on a separate find		Persons who res information cont required to respo	pond to the collec ained in this form and unless the form atly valid OMB cor	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities I
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
FISCHER BRUCE G			Senior		
1801 MARKET STREET			Vice		
PHILADELPHIA, PA 19103-1699			President		
Signatures					
/s/ John J. DiRocco, Jr.,					
Attorney-in-fact for		02/08/2005			

**Explanation of Responses:** 

\*\*Signature of Reporting Person

\* 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).

Date

Settlement in transaction exempt under Rule 16(b)3 of common stock units granted on December 5, 2001 under the Sunoco, Inc. Long
 (1) Term Performance Enhancement Plan ("LTPEP"). Payout in cash of these common stock units was at 200 percent of original grant, and these common stock units provided for vesting upon issuer's common stock achieving a pre-determined market price per share.

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.