Edgar Filing: JONES JOHN P III - Form 4

JONES JOH Form 4										
FORN	ЛЛ	STATES	SECU	RITIES A	AND EX	CHANGE	COMMISSION		PPROVAL	
Check th	nis box		Wa	shington	Number:	3235-0287 January 31,				
if no lon subject t Section Form 4 o	6. SIAIE N	MENT OF	F CHAN	NGES IN SECUI	Estimated burden hou	Expires: 2005 Estimated average burden hours per response 0.5				
Form 5 obligation may con <i>See</i> Instruction 1(b).	tinue. Section 17	(a) of the F	Public U	Itility Hol	ding Con		nge Act of 1934, of 1935 or Section 940	on		
(Print or Type	Responses)									
1. Name and A JONES JO	Address of Reporting HN P III	Person <u>*</u>	Symbol	er Name an CO INC [Trading	5. Relationship o Issuer	of Reporting Per	son(s) to	
(Last)	Middle)		of Earliest T			(Check all applicable)				
1735 MAR	KET STREET		(Month/) 09/07/2	Day/Year) 2007			_X_ Director Officer (giv below)		% Owner ner (specify	
	(Street)			endment, D onth/Day/Yea	-	1	6. Individual or Applicable Line) _X_ Form filed by	One Reporting P	erson	
PHILADEI	LPHIA, PA 1910.	3-7583					Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Damin Jaw Da		- f h - h		Code V		(D) Price				
Keminder: Kej	port on a separate line	e for each cla	ass of sec	unues bene	Perso inform requir	ns who res nation cont ed to resp lys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Instr.

Edgar Filing: JONES JOHN P III - Form 4

	Derivative Security]	(A) or Disposed (D) (Instr. 3, and 5)						
					Code V	V	(A)	(D)) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Share Units	<u>(1)</u>	09/07/2007			А		4.857		(2)	(2)	Common Stock	4.857	\$ 72.
Phantom Stock Units	<u>(1)</u>	09/07/2007			Α		8.205		(2)	(2)	Common Stock	8.205	\$ 72.
Reporting Owners													
Reporting Owner Name / Address				Relations	ships								
		,	Director	10% Owner	Office	er	Other						
	HN P III KET STREE LPHIA, PA 19		Х										
Signatu	ures												
John J. DiRocco, Jr., Attorney-in-fact for John P. Jones, III						(09/11/2	.007					
	**Signature	e of Reporting Perso	on				Date						
Explana	ation c	f Resno	anser	s'									

- * 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).
- (2) Not Applicable
- (1) Conversion rate is 1 for 1.
- (3) Total of 1,280.022 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II benefically owned following reported transaction.
- (4) Total of 2,162.592 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II, beneficially owned following reported transaction.

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.