

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-12-10** | Period of Report: **2007-12-07**

SEC Accession No. **0000095304-07-000098**

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REPORTING OWNER

ROWE JOHN W

CIK: **1067838**

Type: **4** | Act: **34** | File No.: **001-06841** | Film No.: **071295915**

Business Address

950 N MICHIGAN AVENUE

#3306

CHICAGO IL 60611

ISSUER

SUNOCO INC

CIK: **95304** | IRS No.: **231743282** | State of Incorporation: **PA** | Fiscal Year End: **1231**

SIC: **2911** Petroleum refining

Mailing Address

1735 MARKET STREET

SUITE LL

PHILADELPHIA PA 19103-7583

Business Address

1735 MARKET STREET

SUITE LL

PHILADELPHIA PA 19103-7583

2159773000

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: 02/28/2011
 Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person ROWE JOHN W			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2007					
1735 MARKET STREET			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
PHILADELPHIA, PA 19103-7583								
(City)	(State)	(Zip)						

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Deferred Share Units	(1)	12/07/2007		A		15.491		(2)	(2)	Common Stock	15.491	\$65.543	3,707.532 (3)	D	
Phantom Stock Units	(1)	12/07/2007		A		45.687		(2)	(2)	Common Stock	45.687	\$65.543	10,934.627 (4)	D	

Explanation of Responses:

2. Not Applicable

1. Conversion rate is 1 for 1.

3. Total of 3,707.532 Restricted Share Units beneficially owned following reported transaction (5.639 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 9.852 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).

4. Total of 10,934.627 Phantom Stock Units beneficially owned following reported transaction (21.602 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 24.085 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).

Signatures

Louisa K. Cresson, Attorney-in-fact for John W. Rowe

** Signature of Reporting Person

12/10/2007

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.