

SUNCOR ENERGY INC  
Form FWP  
June 03, 2008

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Filed Pursuant to Rule 433  
Registration No. 333-151347  
June 3, 2008

**Final Term Sheet**

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|--|---|
| <b>Issuer:</b>                             | Suncor Energy Inc.  |
| <b>Size:</b>                               | U.S.\$750,000,000   |
| <b>Maturity:</b>                           | June 1, 2039  |
| <b>Coupon:</b>                             | 6.850%  |
| <b>Price:</b>                              | 99.416% of face amount  |
| <b>Yield to maturity:</b>                  | 6.896%  |
| <b>Spread to Benchmark Treasury:</b>       | 2.300%  |
| <b>Benchmark Treasury:</b>                 | 5.000% due May 15, 2037   |
| <b>Benchmark Treasury Price and Yield:</b> | 106-13+ / 4.596%  |
| <b>Interest Payment Dates:</b>             | June 1 and December 1, commencing December 1, 2008              |
| <b>Redemption Provisions:</b>              | Make-whole  |
| <b>Make-whole call</b>                     | At any time at a discount rate of Treasury plus 35 basis points |
| <b>Settlement:</b>                         | T+3; June 6, 2008   |
| <b>CUSIP:</b>                              | 86722T AB8  |
| <b>Expected Ratings:</b>                   | Moody's: A3 (stable outlook)<br>S&P: A- (negative outlook)      |

The Company's cash and cash equivalents as at December 31, 2007 were \$569 million.

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC at 1-800-294-1322, Morgan Stanley & Co. Incorporated at 1-866-718-1649, BNP Paribas Securities Corp. at 1-800-854-5674 or RBC Capital Markets Corporation at 1-866-375-6829.**

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