Thomson Michael J Form 4 June 07, 2010

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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

(Print or Type Responses)

1. Name and Address of Reporting Person \* Thomson Michael J

(Zip)

(First) (Middle) (Last)

1735 MARKET STREET

(City)

1. Title of

Security

(Instr. 3)

PHILADELPHIA, PA 19103-7583

(State)

(Month/Day/Year)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

SUNOCO INC [SUN] 3. Date of Earliest Transaction

(Month/Day/Year) 06/03/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

2. Transaction Date 2A. Deemed 3. Execution Date, if Code

(Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or Disposed of (D)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

4. Securities

(A)

Securities Beneficially Owned Following

5. Amount of

Issuer

below)

Person

Director

Applicable Line)

X\_ Officer (give title

Reported Transaction(s)

(I) (Instr. 4)

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Price Underlying Securities (Instr. 3 and 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

below) Senior V.P.

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

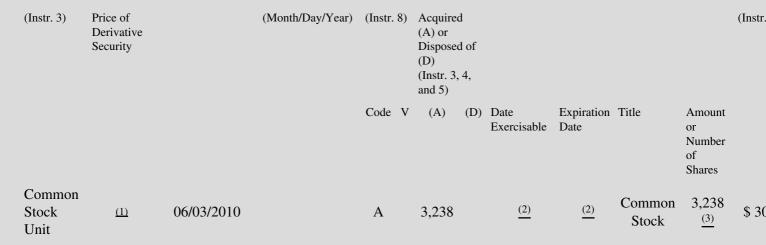
burden hours per

1

Deriv

Secur

#### Edgar Filing: Thomson Michael J - Form 4



### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Thomson Michael J 1735 MARKET STREET PHILADELPHIA, PA 19103-7583

Senior V.P.

### **Signatures**

/s/ John J. DiRocco, Jr., Attorney-in-Fact

06/07/2010

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* 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).
- (1) Conversion rate is 1 for 1.
- (2) Not Applicable
- (3) Vesting and payout on June 3, 2010 of performance-based Common Stock Units granted in 2007 in compliance with Rule 16(b)3 under the Sunoco, Inc. Long-Term Performance Enhancement Plan II ("LTPEP II").

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.

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