SUNOCO INC Form 4 June 11, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * KAISER JAMES G

(First)

(Street)

1735 MARKET STREET

(Middle)

2. Issuer Name and Ticker or Trading Symbol

SUNOCO INC [SUN]

3. Date of Earliest Transaction

(Month/Day/Year) 06/10/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

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

PHILADELPHIA, PA 19103-7583

(City) (State) (Zip)

4. Securities Acquired 5. Amount of

(A)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Securities Owned Following

Beneficially

7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership

(Instr. 4)

(Instr. 4)

Indirect (I)

Reported

(D) Price

Transaction(s) (Instr. 3 and 4)

Common Stock

1.Title of

Security

(Instr. 3)

06/10/2010

Code V Amount J(1)1,158

29.146

27,602.395

D

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)

Edgar Filing: SUNOCO INC - Form 4

1. Title of	2.	3. Transaction Date		4.	5. Number of	6. Date Exer	cisable and	7. Title and A	Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date		Underlying Securities		Deri
Security	or Exercise		any	Code	Securities	(Month/Day/	Year)	(Instr. 3 and	4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)					(Inst
	Derivative				or Disposed of					
	Security				(D)					
	·				(Instr. 3, 4,					
					and 5)					
				~	, , , , , , , , , , , , , , , , , , ,	_				
				Code V	(A) (D)		Expiration	Title	Amount	
						Exercisable	Date		or	
									Number	
									of Shares	
Deferred										
	(2)	06/10/2010			70.060	(3)	(3)	Common	70.000	Φ 0
Share	<u>(2)</u>	06/10/2010		A	78.062	(3)	(3)	Stock	78.062	\$ 2
Units								Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KAISER JAMES G 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	X						

Signatures

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

**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) Granted pursuant to Rule 16b-3(d)(1).
- (2) Conversion rate is 1 for 1.
- (3) Not Applicable

Total of 15,246.055 Restricted Share Units beneficially owned following reported transaction (12,696.503 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 2,549.552 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan 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.

Reporting Owners 2