UNITED STATES SECURITIES AND EXCHANGE COMMISSION

SUNOCO INC Form 5 February 11, 2011

FORM 5

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

OMB APPROVAL

3235-0362

Washington, D.C. 20549	Expires:	anuary 31, 2005
ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES	Estimated aver burden hours p response	0

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

may continue.

1. Name and Address of Reporting Person ** KAISER JAMES G			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)			
1735 MARK	ET STREET	7	(Month/Day/Year) 12/31/2010	_X_ Director 10% Owner Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Reporting			
	(2.2.2.)		Filed(Month/Day/Year)	(check applicable line)			
PHILADELP	HIA, PAÂ	X 19103-7583		_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting			

(City)	(State)	(Zip) Tak	ole I - Non-De	rivative Sec	urities	Acqui	red, Disposed o	f, or Beneficia	lly 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. Securitie (A) or Disp (Instr. 3, 4 a)	osed c	of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	12/31/2010	Â	J4 <u>(1)</u>	465.775	A	\$0	29,881.17	D	Â

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

Stock

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 control number.

(2)

Person

SEC 2270 (9-02)

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

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 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title and	Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Da	ate	Amount of	Derivative
Security	or Exercise	•	any	Code	of	(Month/Day/	Year)	Underlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	•		Securities	(Instr. 5)
· ·	Derivative		` '	· ·	Securities			(Instr. 3 and 4) `
	Security				Acquired				
	•				(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
					(4)	.	.	mid 4	
					(A) (D)		*	Title Amoun	t
						Exercisable	Date	or	
								Number	r
								of	
								Shares	

of D

 $\mathbf{F}_{\mathbf{i}}$

Reporting Owners

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

Signatures

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

02/11/2011

Date

**Signature of Reporting Person

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) Routine reinvestment of dividends pursuant to the Sunoco, Inc. Shareholder Access & Reinvestment Plan ("SHARP"), in transaction exempt under Rule 16(b). This information is supplied by the Transfer Agent.
- (2) Price ranged from \$27.67 to \$40.31 during fiscal year 2010. This information is supplied by the Transfer Agent for the Sunoco, Inc. Shareholder Access & Reinvestment Plan ("SHARP").

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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