Edgar Filing: EDWARDS GARY W - Form 4

EDWARDS Form 4									
September 13	Л	STATES					E COMMISSIO		PPROVAL 3235-0287
Check this if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er STATEN 5. Filed pur ¹⁸ Section 17(Washington, D.C. 20549 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 R	esponses)								
1. Name and Address of Reporting Person <u>*</u> EDWARDS GARY W			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]				5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle) 1735 MARKET STREET			3. Date of Earliest Transaction(Month/Day/Year)09/09/2011			(Check all applicable) <u>X</u> Director Officer (give title <u>10%</u> Owner below) Other (specify below)			
PHILADEL	4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
(City)	(State)	(Zip)	Tab	de I - Non-	Derivative	Securities A	Person Acquired, Disposed	of or Beneficia	llv Owned
	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	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
Reminder: Repo	ort on a separate line	e for each cla	ass of sec	urities bene	Perso inform requir	ns who res nation con red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security				Disposed of (Instr. 3, 4, 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Share Units	<u>(1)</u>	09/09/2011	А		5.117		(2)	(2)	Common Stock	5.117	\$
Phantom Stock	<u>(1)</u>	09/09/2011	А		84.156		(2)	(2)	Common Stock	84.156	\$
Phantom Stock	<u>(1)</u>	09/09/2011	А		704.566		(2)	(2)	Common Stock	704.566	\$
Phantom Stock	<u>(1)</u>	09/09/2011	А		906		(2)	(2)	Common Stock	906	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
EDWARDS GARY W 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Х						
Signatures							
/s/ John J. DiRocco, Jr., Attorney-in-Fact		09/13/201	1				
**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) Total of 1,276.151 Restricted Share Units beneficially owned following reported transaction, granted under Sunoco, Inc.'s Directors' Deferred Compensation Plan II.
- (4) Total of 22,597.302 Phantom Stock Units beneficially owned following reported transaction, granted 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.