FAIRBAIRN URSULA F

Form 4

March 12, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16. Form 4 or

> 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

SECURITIES

See Instruction 1(b).

(City)

(State)

(Zip)

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obligations

may continue.

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
3. Date of Earliest Transaction	(Check all applicable)			
(Month/Day/Year)	X Director 10% Owner			
03/08/2012	Officer (give title Other (specify below)			
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	Symbol SUNOCO INC [SUN] 3. Date of Earliest Transaction (Month/Day/Year) 03/08/2012 4. If Amendment, Date Original			

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1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or D	spose	d of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/08/2012		<u>J(1)</u>	866	A	\$ 38.985	18,650.676	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 I. Non Designative Securities Acquired Disposed of an Peneficially Owned

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

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3235-0287

January 31,

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(2)</u>	03/08/2012		A	76.945	(3)	(3)	Common Stock	76.945	\$ 3
Deferred Share Units	(2)	03/08/2012		A	46.599	(3)	(3)	Common Stock	46.599	\$ 38

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FAIRBAIRN URSULA F 1818 MARKET STREET SUITE 1500 PHILADELPHIA, PA 19103-7583	X					

Signatures

/s/ John J. DiRocco, Jr., 03/12/2012 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 15,075.392 Phantom Stock Units beneficially owned following reported transaction (58.751 Phantom Stock Units under Sunoco,
- (4) Inc.'s Directors' Deferred Compensation Plan I and 18.194 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation
 - Total of 9,130 Restricted Share Units beneficially owned following reported transaction (26.618 Restricted Share Units under Sunoco,
- (5) Inc.'s Directors' Deferred Compensation Plan I and 19.981 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation

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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