

JONES JOHN P III  
 Form 4  
 August 29, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
**JONES JOHN P III**

2. Issuer Name and Ticker or Trading Symbol  
**SUNOCO INC [SUN]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**1818 MARKET STREET, SUITE 1500**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/27/2012**

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

(Street)  
**PHILADELPHIA, PA 19103-7583**

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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**

| 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Amount  |  |  |
|                                 |                                      |  |                                | Code  | V   |  |  |
|                                 |                                      |  |                                |   | Amount  |  |  |
|                                 |                                      |  |                                | (D)   | Price   |  |  |

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

**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.**

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

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| (Instr. 3)                 | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | Code |  | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
|----------------------------|------------------------------------|------------------|---|------|--|---------------------|--------------------|-----------------|----------------------------------|
|                            |                                    |                  |   | V    |  |                     |                    |                 |                                  |
| Phantom<br>Stock           | <u>(1)</u>                         | 08/27/2012       | A   |      |  | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 145.58                           |
| Phantom<br>Stock           | <u>(1)</u>                         | 08/27/2012       | A   |      |  | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 688.691                          |
| Phantom<br>Stock           | <u>(1)</u>                         | 08/27/2012       | A   |      |  | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 716                              |
| Deferred<br>Share<br>Units | <u>(1)</u>                         | 08/27/2012       | A   |      |  | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 11.576                           |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| JONES JOHN P III<br>1818 MARKET STREET<br>SUITE 1500<br>PHILADELPHIA, PA 19103-7583 | X             |           |         |       |

## Signatures

|   |            |
|---|------------|
| /s/ John J. DiRocco, Jr.,<br>Attorney-in-Fact | 08/29/2012 |
| **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 35,900.571 Phantom Stock Units beneficially owned following reported transaction under Sunoco, Inc.'s Directors' Deferred Compensation Plan II.
- (4) Total of 2,743.021 Restricted Share Units beneficially owned following reported transaction 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.