SUNOCO INC Form 4 March 13, 2007

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

Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: Expires:

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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)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * FAIRBAIRN URSULA F

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

SUNOCO INC [SUN]

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

1735 MARKET STREET

(Month/Day/Year)

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

03/09/2007

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year) _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

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security

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

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

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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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if
Security	or Exercise		any
(Instr 3)	Price of		(Month/Day/Year)

4.	5. Number of
Transactio	orDerivative
Code	Securities
(Instr. 8)	Acquired (A)

6. Date Exercisable and	7. Title and Amount of
Expiration Date	Underlying Securities
(Month/Day/Year)	(Instr. 3 and 4)

8. Pı

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	Derivative Security			or Dispos (D) (Instr. 3, and 5)					
			Code	V (A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	03/09/2007	A	51.473	(2)	<u>(2)</u>	Common Stock	51.473	\$ 6
Deferred Share Units	<u>(1)</u>	03/09/2007	A	23.693	(2)	(2)	Common Stock	23.693	\$ 6

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
FAIRBAIRN URSULA F 1735 MARKET STREET PHILADELPHIA, PA 19103	X				

Signatures

/s/ John J.

DiRocco, Jr. 03/13/2007

**Signature of Reporting

Parson

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.
- Total of 13,377.665 Phantom Stock units beneficially owned following reported transaction (39.302 Phantom Stock Units under Sunoco, Inc. 's Directors' Deferred Compensation Plan Land 12,171 Phantom Stock Units under Sunoco, Inc. 's Directors' Deferred Compensation
- (3) Inc.'s Directors' Deferred Compensation Plan I and 12.171 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).
- Total of 6,157.583 Restricted Share Units beneficially owned following reported transaction (17.807 Restricted Share Units Under (4) Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 5.886 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.

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