SUNOCO INC Form 5 February 14, 2008

OMB APPROVAL FORM 5

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Number:

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5. Relationship of Reporting Person(s) to

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January 31,

2005

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

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Form 4 Transactions Reported

1. Name and Address of Reporting Person *

Reported

1(b).

Common

Stock

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12/31/2007

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

Issuer KURITZKES MICHAEL S Symbol SUNOCO INC [SUN] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify 12/31/2007 below) below) 1735 MARKET STREET Senior V.P. & General Counsel 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) PHILADELPHIA, Â PAÂ 19103-7583 _X_ Form Filed by One Reporting Person _ Form Filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Transaction Securities Form: Direct Indirect Execution Date, if Acquired (A) or Beneficially (Instr. 3) Code Disposed of (D) (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Common Â Â Â Â Â Â Â 23,036 D Stock

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

171

5,882

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Trust

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(9-02)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Da	ate	Amou	int of	Derivative
Security	or Exercise	•	any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)
	Derivative				Securities				3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date Exercisable	Expiration Date	Title	or Number	
									of	
					(A) (D)				Shares	
					(A) (D)				Shares	

of D

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KURITZKES MICHAEL S 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Â	Â	Senior V.P. & General Counsel	Â			

Signatures

John J. DiRocco, Jr., Attorney-in-fact for Michael
Kuritzkes

02/14/2008

**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).
- (2) Price ranged from \$59.99 to \$72.44 during fiscal year 2007. This information is supplied by the Plan Administrator for the Sunoco, Inc. Capital Accumulation Plan ("SUNCAP").
- (1) Routine, periodic acquisition of share equivalents pursuant to the Sunoco, Inc. Capital Accumulation Plan in transactions exempt under Rule 16(b). This information is provided by the Plan Administrator.

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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