ROWE JOHN W Form 4 September 14, 2009

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person **
ROWE JOHN W

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

SUNOCO INC [SUN]

(Check all applicable)

(Last)

Security

(Instr. 3)

1735 MARKET STREET

(First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director _____ 10% Owner ____ Officer (give title _____ Other (specify

09/10/2009

(Street) 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

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

PHILADELPHIA, PA 19103-7583

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed

2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

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

(A) Reported
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.

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	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	TransactionDerivative		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)	1 1				
			Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	09/10/2009	A	204.356	(2)	(2)	Common Stock	204.356	\$
Phantom Stock	<u>(1)</u>	09/10/2009	A	894.235	(2)	(2)	Common Stock	894.235	\$
Phantom Stock	<u>(1)</u>	09/10/2009	A	1,271	(2)	(2)	Common Stock	1,271	\$
Deferred Share Units	<u>(1)</u>	09/10/2009	A	57.538	(2)	(2)	Common Stock	57.538	\$

Reporting Owners

Reporting Owner Name / Address	Relationships				
·r· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other	
ROWE JOHN W 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	X				

Signatures

/s/ John J. DiRocco, Jr., Attorney-in-Fact 09/14/2009

**Signature of Reporting Person

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).

Date

- (1) Conversion rate is 1 for 1.
- (2) Not Applicable
- Total of 20,461.232 Phantom Stock Units beneficially owned following reported transaction (61.168 Phantom Stock Units under Sunoco,
- (3) Inc.'s Directors' Deferred Compensation Plan I and 2,308.423 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).
- Total of 5,151.370 Restricted Share Units beneficially owned following reported transaction (15.966 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 41.572 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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