### KROTT JOSEPH P

Form 4 March 04, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. 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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* KROTT JOSEPH P

2. Issuer Name and Ticker or Trading Symbol

Issuer

SUNOCO INC [SUN]

(Check all applicable)

(Middle) (Last) (First)

(Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

03/03/2010

below) below) Comptroller

1735 MARKET STREET

4. If Amendment, Date Original

3. Date of Earliest Transaction

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

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PHILADELPHIA, PA 19103-7583

(State)

(Zip)

(Street)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(City)

(Instr. 3)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned (T) Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (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 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Security or Exercise any Code Securities (Month/Day/Year)

7. Title and Amount of

**Underlying Securities** 

(Instr. 3 and 4)

#### Edgar Filing: KROTT JOSEPH P - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 28.2	03/03/2010		A	8,300		03/03/2011(1)	03/03/2020	Common Stock	8,300
Common Stock Unit (4)	<u>(2)</u>	03/03/2010		A	3,120		<u>(3)</u>	(3)	Common Stock	3,120

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
KROTT JOSEPH P							
1735 MARKET STREET			Comptroller				
PHILADELPHIA, PA 19103-7583							

### **Signatures**

/s/ John J. DiRocco, Jr., Attorney-in-Fact 03/04/2010

\*\*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).
- Stock options (right to buy Sunoco, Inc. common stock) exercisable in one-third installments on the anniversary of the date of grant (i.e. the first installment exercisable on March 3, 2011, the second on March 2, 2012, and the remaining installment exercisable on March 1, 2013), pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan II "LTPEP II"), in a transaction exempt under Rule 16b-3.
- (2) Conversion rate is 1 for 1.
- (3) Not Applicable

This Form 4 is being filed to report a grant time award of restricted common stock units awarded on March 3, 2010 pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan II ("LTPEP II") in a transaction exempt under Rule 16b-3. Payout of these restricted common stock units is contingent upon the continued employment of the respective recipient with the Company through March 1, 2013.

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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