FAIRBAIRN URSULA F

Form 4

March 11, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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obligations

Check this box

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 may continue.

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FAIRBAIRN URSULA F Issuer Symbol SUNOCO INC [SUN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title 1735 MARKET STREET 03/10/2010 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PHILADELPHIA, PA 19103-7583

(Stata)

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or D	ispose	d of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/10/2010		J <u>(1)</u>	1,221	A	\$ 27.657	11,383.676	D	

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.		5. Number on Derivative Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	(A) ed of	Expiration Date Under		Underlying S	Title and Amount of 8 nderlying Securities Instr. 3 and 4) S	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(2)</u>	03/10/2010		A	V	78.643		(3)	(3)	Common Stock	78.643	\$ 2
Deferred Share Units	(2)	03/10/2010		A		47.628		<u>(3)</u>	(3)	Common Stock	47.628	\$ 2

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
FAIRBAIRN URSULA F 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	X						

Signatures

/s/ Louisa K. Cresson, Attorney-in-Fact

03/11/2010

**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).
- (1) Granted pursuant to Rule 16b-3(d)(1).
- (2) Conversion rate is 1 for 1.
- (3) Not Applicable

Total of 14,578.783 Phantom Stock Units beneficially owned following reported transaction (11,131.628 Phantom Stock Units under

- (4) Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 3,447.155 Phanton Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).
- Total of 8,829.243 Restricted Share Units beneficially owned following reported transaction (5,043.426 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 3,785.817 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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