Edgar Filing: ROWE JOHN W - Form 4

DOWE JOINING

Form 4 March 11, 2010										
								OMB A	PPROVAL	L
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	January 31, 2005 ed average hours per	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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						Estimated burden hou response				
(Print or Type Respo	nses)									
1. Name and Address of Reporting Person <u>*</u> ROWE JOHN W			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 1735 MARKET STREET			3. Date of Earliest Transaction (Month/Day/Year) 03/10/2010			Officer (give title10% Owner Officer (give titleOther (specify below)				
PHILADELPHI	3-7583	Filed(Month/Day/Year) Applicable _X_Form Form			Applicable Line) _X_ Form filed by Form filed by	or Joint/Group Filing(Check ne) d by One Reporting Person l by More than One Reporting				
							Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date th/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, -	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	l
Reminder: Report or	a senarate line	for each al	ass of sec	urities bene	ficially ow	ned directly	or indirectly			
Kenninder, Keport of	i a separate fille		ass 01 sec	unities belle	Perso inforr requi	ons who res nation cont red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	Transactio	orDerivative	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)					
			Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	03/10/2010	А	124.411	(2)	(2)	Common Stock	124.411	\$
Phantom Stock	<u>(1)</u>	03/10/2010	А	1,221	(2)	(2)	Common Stock	1,221	\$
Deferred Share Units	<u>(1)</u>	03/10/2010	А	28.265	(2)	(2)	Common Stock	28.265	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ROWE JOHN W 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Х						
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) Conversion rate is 1 for 1.
- (2) Not Applicable

Total of 24,284.294 Phantom Stock Units beneficially owned following reported transaction (5,570.364 Phantom Stock Units under

(3) Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 18,713.930 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).

Total of 5,239.803 Restricted Share Units beneficially owned following reported transaction (1,453.986 Restricted Share Units under
 (4) 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.