Thomson Michael	J					
Form 5						
February 11, 2011						
FORM 5				OMB AP	PROVAL	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	ANNUAL STA O Filed pursuant to Se Section 17(a) of the Pa	SECURITIES AND EXCHANGE C Washington, D.C. 20549 ATEMENT OF CHANGES IN BEND WNERSHIP OF SECURITIES ection 16(a) of the Securities Exchange ublic Utility Holding Company Act of of the Investment Company Act of 194	EFICIAL e Act of 1934, 1935 or Section	OMB Number: Expires: Estimated av burden hour response	•	
1. Name and Address of Reporting Person <u>*</u> Thomson Michael J		2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 1735 MARKET S	(First) (Middle) STREET	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)12/31/2010	Director X Officer (give below)	10%	Owner er (specify	
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Jo		-	
PHILADELPHIA	A, PA 19103-7583		X Form Filed by	One Reporting P	erson	

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi Acquired Disposed (Instr. 3, Amount	l (A) c l of (D))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock (1)	12/31/2010	Â	J4 <u>(2)</u>	454	А	\$0	806	Ι	Esop Trust	
Common Stock	Â	Â	Â	Â	Â	Â	17,529	D	Â	

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

Persons who respond to the collection of information SEC 2270 contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

(9-02)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E I S Fi (I
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
Treforming of the state (state of stat	Director	10% Owner	Officer	Other			
Thomson Michael J 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Â	Â	Senior V.P.	Â			
Signatures							
/s/ John J. DiRocco, Jr., Attorney-in-Fact	02	/11/2011					
** 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) Price ranged from \$27.67 to \$40.31 during fiscal year 2010. This information is supplied by the Plan Administrator for the Sunoco, Inc. Capital Accumulation Plan ("SUNCAP").
- (2) 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.