

KROTT JOSEPH P
Form 4
December 15, 2004

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

1801 MARKET STREET

(Street)

PHILADELPHIA, PA 19103-1699

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SUNOCO INC [SUN]

3. Date of Earliest Transaction
(Month/Day/Year)

12/14/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Comptroller

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

| 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 12/14/2004 | | M ⁽¹⁾ | 7,500 A | \$ 25.25 9,920 | D | |
| Common Stock | 12/14/2004 | | M ⁽²⁾ | 6,000 A | \$ 27.875 15,920 | D | |
| Common Stock | 12/14/2004 | | S | 13,500 D | \$ 80.2 2,420 | D | |
| Common Stock | | | | | 3,581 | I | ESOP Trust |

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

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(9-02)

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

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Options (Right to buy) | \$ 25.25 | 12/14/2004 | | M ⁽¹⁾ | 7,500 | 12/01/2001 12/01/2009 | Common Stock | 7,500 |
| Stock Options (Right to buy) | \$ 27.875 | 12/14/2004 | | M ⁽²⁾ | 6,000 | 12/06/2002 12/06/2010 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| KROTT JOSEPH P 1801 MARKET STREET PHILADELPHIA, PA 19103-1699 | Comptroller |

Signatures

/s/ Louisa K. Cresson,
Attorney-in-fact for
12/15/2004

**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) Cash exercise of 7,500 stock options granted in 1999 at an option price of \$25.25 in compliance with Rule 16(b)3 under the Sunoco, Inc. Long Term Performance Enhancement Plan ("LTPEP") for net of 7,500 shares of Sunoco, Inc. common stock issued to reporting person.

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- (2) Cash exercise of 6,000 stock options granted in 2000 at an option price of \$27.875 in compliance with Rule 16(b)3 under the Sunoco, Inc. Long Term Performance Enhancement Plan ("LTPEP") for net of 6,000 shares of Sunoco, Inc. common stock issued to reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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