

NAKU ROLF D
Form 5
January 06, 2005

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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1. Name and Address of Reporting Person *
NAKU ROLF D

(Last) (First) (Middle)

1801 MARKET STREET

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
SUNOCO INC [SUN]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) below)
Senior Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

PHILADELPHIA, PA 19103-1699

☒ 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)		
				(A) or Amount (D) Price					
Common Stock	Â	Â	Â	Â	Â	19,715.815	D	Â	
Common Stock	12/31/2004	Â	J ⁽¹⁾	23	A	\$ 0 (2)	1,684	I	ESOP Trust

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

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

SEC 2270
(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (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.
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0 ⁽³⁾	12/31/2004	Â	J ⁽⁴⁾	8 Â	08/08/1988 08/08/1988	Common Stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NAKU ROLF D 1801 MARKET STREET PHILADELPHIA, PA 19103-1699	Â Â Â Senior Vice President Â

Signatures

/s/ John J. DiRocco, Jr.,
Attorney-in-fact for

01/06/2005

__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) Routine, periodic acquisition of share equivalents pursuant to the Sunoco, Inc. Capital Accumulation Plan in transactions exempt under Rule 16(b). This information is supplied by the Plan Administrator.
- (2) Price ranged from \$55.45 to \$82.56 during fiscal year 2004. This information is supplied by the Plan Administrator for the Sunoco, Inc. Capital Accumulation Plan.
- (3) The conversion rate is 1 for 1.
- (4) Routine, periodic acquisition of share equivalents (having no voting rights, and payable only in cash) pursuant to the Sunoco, Inc. Savings Restoration Plan, in transactions exempt under Rule 16b-3.
- (5) Price ranged from \$55.45 to \$82.56 during fiscal year 2004. This information is supplied by the Plan Administrator for the Sunoco, Inc. Savings Restoration Plan.

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.