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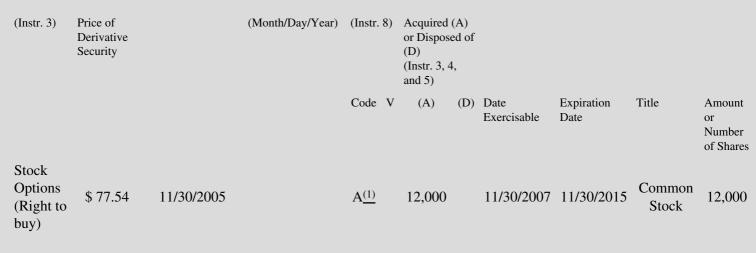
NAKU ROLF Form 4	D									
December 02, 2	2005									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL		
Washington, D.C. 20549						E COMMISSIO	N OMB Number:	3235-0287		
Check this t if no longer								Expires:	January 31,	
subject to Section 16. Form 4 or Form 5	SIAIEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,						Estimated burden ho response	Estimated average burden hours per response 0.5	
obligations may continu <i>See</i> Instruct 1(b).	Bection 17(a) of the I	Public U	Itility Hol	ding Co		of 1935 or Sect			
(Print or Type Res	sponses)									
1. Name and Address of Reporting Person <u>*</u> NAKU ROLF D			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]				5. Relationship of Reporting Person(s) to Issuer			
							(Ch	eck all applicable	le)	
(Last) (First) (Middle) 1735 MARKET STREET			3. Date of Earliest Transaction (Month/Day/Year) 11/30/2005				Director 10% Owner X_ Officer (give title Other (specify below) Senior Vice President			
			4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
PHILADELPH	HIA, PA 19103	3-7583					Person	v wore than one R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	ally Owned	
	Transaction Date Ionth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3	d (A) or d of (D) , 4 and 5) (A) or	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)	
	(¹	c 1 1	c							
Reminder: Report	t on a separate line	e for each cla	ass of sect	urities bene	-	-	or indirectly. spond to the coll	action of	SEC 1474	
					info requ	rmation con lired to resp lays a curre	tained in this form ond unless the for ntly valid OMB co	n are not orm	(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	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NAKU ROLF D			Senior				
1735 MARKET STREET			Vice				
PHILADELPHIA, PA 19103-7583			President				
Signatures							
John J. DiRocco, Jr., Attorney-in-fact f	for Rolf D.						
Naku		12/	02/2005				

<u>**Signature of Reporting Person</u>
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).

Stock options (rights to buy Sunoco, Inc. common stock) exercisable two years from the date of grant, pursuant to the Sunoco, Inc. Long
 (1) Term Performance Enhancement Plan II (LTPEP II), in a transaction exempt under Rule 16b-3. These stock options were granted with tandem appreciation rights (Limited Rights) that may be exercised for cash only in the event of a change in control of Sunoco, Inc.

Date

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.