MacDonald Brian P Form 4 September 02, 2009

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue.

See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person * MacDonald Brian P

2. Issuer Name and Ticker or Trading Symbol

Issuer

SUNOCO INC [SUN]

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Zip)

08/31/2009

(Month/Day/Year)

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

SVP & Chief Financial Officer

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PHILADELPHIA, PA 19103

(State)

(City)

Security

or Exercise

1735 MARKET STREET

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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

1. Title of 3. Transaction Date 3A. Deemed 4. Derivative Conversion (Month/Day/Year) Execution Date, if

any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	str. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amous Number Shares
Stock Options (Right to Buy)	\$ 26.9	08/31/2009		A		108,100		08/31/2011(1)	08/30/2019	Common Stock	108,1
Share Units	(2)	08/31/2009		A		81,784 (3)		<u>(4)</u>	<u>(4)</u>	Common Stock	81,7

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MacDonald Brian P 1735 MARKET STREET PHILADELPHIA, PA 19103

SVP & Chief Financial Officer

Signatures

/s/ John J. DiRocco, Jr., Attorney-in-Fact

09/02/2009

**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).
 - Stock options (right to buy Sunoco, Inc. common stock) exercisable in one-third installments on the anniversary of the date of grant (i.e. the first installment exercisable on August 31, 2010, the second installment exercisable on August 31, 2011, and the remaining
- installment exercisable on August 31, 2010, the second installment exercisable on August 31, 2012), pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan II "LTPEP II"), in a transaction exempt under Rule 16b-3.
- (2) Conversion rate is 1 for 1.
- Special one-time award of restricted common stock units issued under the Sunoco, Inc. Long-Term Performance Enhancement Plan II

 (3) ("LTPEP II"), equal in value to approximately \$2,200,000 at the date of grant. This award will vest on the third anniversary of the date of grant and payout shall be contingent upon continued employment through the end of the vesting period.
- (4) Not Applicable

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.

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