

MacDonald Brian P
 Form 4
 September 02, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1735 MARKET STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/31/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP & Chief Financial Officer

PHILADELPHIA, PA 19103

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	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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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3) Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount 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,
Share Units	⁽²⁾	08/31/2009	A		81,784 ⁽³⁾		⁽⁴⁾	⁽⁴⁾	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

⁽¹⁾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) 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, 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.
- (3) Special one-time award of restricted common stock units issued under the Sunoco, Inc. Long-Term Performance Enhancement Plan II ("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.