SUNOCO INC
Form 8-K
November 01, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 31, 2007

SUNOCO, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania	**1-6841**	**23-1743282**
(State or other jurisdiction of incorporation)	**(Commission file number)**	**(IRS employer identification no.)**

1735 Market Street, Suite LL, Philadelphia, PA **19103-7583**
(Address of principal executive offices) **(Zip Code)**

215-977-3000

Registrant s telephone number, including area code

NOT APPLICABLE

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

¨ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

¨ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

¨ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

¨ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.
The press release announcing the financial results for the Company s 2007 third quarter is attached as Exhibit 99.1 and is incorporated herein by reference.

The information in this report, being furnished pursuant to Item 2.02 and 7.01 of Form 8-K, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that Section, and is not incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 7.01. Regulation FD Disclosure.
On October 31, 2007, Sunoco, Inc. (the Company) issued a press release announcing financial results for the Company s 2007 third quarter. Additional information concerning the Company s third quarter earnings, presented to investors in a teleconference call on November 1, 2007, is contained in a copy of the slide presentation attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.
(d) Exhibits

99.1 Press release dated October 31, 2007.

99.2 Slide presentation given November 1, 2007 by executives of Sunoco, Inc. during investor teleconference.

Safe Harbor Statement

Statements contained in the exhibits to this report that state the Company s or its management s expectations or predictions of the future are forward-looking statements intended to be covered by the safe harbor provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934. The Company s actual results could differ materially from those projected in such forward-looking statements. Factors that could affect those results include those mentioned in the documents that the Company has filed with the Securities and Exchange Commission.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sunoco, Inc.

(Registrant)

Date: November 1, 2007

/s/ Joseph P. Krott
Joseph P. Krott
Comptroller
(Principal Accounting Officer)