

FISCHER BRUCE G

Form 4

November 18, 2004

**FORM 4****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).

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FISCHER BRUCE G

(Last) (First) (Middle)

1801 MARKET STREET

(Street)

PHILADELPHIA, PA 19103-1699

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/18/2004

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/18/2004                              |                                                             | M <sup>(1)</sup>                     | 5,800 A                                                                 | \$<br>39.875                                                                                                       | 36,498.847 D                                                            |                                                                   |
| Common<br>Stock                       | 11/18/2004                              |                                                             | M <sup>(2)</sup>                     | 10,000 A                                                                | \$<br>32.875                                                                                                       | 46,498.847 D                                                            |                                                                   |
| Common<br>Stock                       | 11/18/2004                              |                                                             | F                                    | 10,620 D                                                                | \$ 77.55                                                                                                           | 35,878.847 D                                                            |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 3,305                                                                                                              | I                                                                       | ESOP<br>Trust                                                     |

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 (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) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Stock Options (Right to buy)               | \$ 32.875                                              | 11/18/2004                           |                                                    | M <sup>(2)</sup>               |                                                                                         | 10,000                                                   |     | 12/02/2000                                                    | 12/02/2008      | Common Stock | 10,000                     |
| Stock Options (Right to buy)               | \$ 39.875                                              | 11/18/2004                           |                                                    | M <sup>(1)</sup>               |                                                                                         | 5,800                                                    |     | 12/03/1999                                                    | 12/02/2007      | Common Stock | 5,800                      |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                       |       |
|----------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                      | Director      | 10% Owner | Officer               | Other |
| FISCHER BRUCE G<br>1801 MARKET STREET<br>PHILADELPHIA, PA 19103-1699 |               |           | Senior Vice President |       |

## Signatures

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

11/18/2004

\_\_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).

Exercise, via stock swap, of 5,800 stock options granted in 1997 at an option price of \$39.875 in compliance with Rule 16b-3 under the (1) Sunoco, Inc. Long Term Performance Enhancement Plan ("LTPEP") for net of 1,701 shares of Sunoco, Inc. common stock issued to reporting person (2,982 shares swapped to pay option price and 1,117 shares used for tax withholding obligation).

(2)

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Exercise, via stock swap, of 10,000 stock options granted in 1998 at an option price of \$32.875 in compliance with Rule 16b-3 under the Sunoco, Inc. Long Term Performance Enhancement Plan ("LTPEP") for net of 3,479 shares of Sunoco, Inc. common stock issued to reporting person (4,239 shares swapped to pay option price and 2,282 shares used for tax withholding obligation).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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