

SUNOCO INC
Form 4
June 25, 2008

FORM 4

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

OMB APPROVAL

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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 *
DARNALL ROBERT J

(Last) (First) (Middle)
1735 MARKET STREET
(Street)
PHILADELPHIA, PA 19103-7583
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/25/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 Following 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| | Derivative Security | | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------|---------------------|------------|---|-----------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V (A) (D) | | | | |
| Deferred Share Units | (1) | 06/25/2008 | M(2) | 6,797.17 | (3) | (3) | Common Stock | 6,797.17 |
| Phantom Stock Units | (1) | 06/25/2008 | M(2) | 4,918.882 | (3) | (3) | Common Stock | 4,918.88 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DARNALL ROBERT J 1735 MARKET STREET PHILADELPHIA, PA 19103-7583 | | | X | |

Signatures

John J. DiRocco, Jr., Attorney-in-fact for Robert J. Darnall
Date: 06/25/2008

__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).
- (3) Not Applicable
- (1) Conversion rate is 1 for 1.
- (5) Total of 3,019,435 Phantom Stock Units beneficially owned following reported transaction under Sunoco, Inc. Directors' Deferred Compensation Plan I.
On June 25, 2008, payment of: (a) a portion of the account balance amount deferred in the form of Share Units under the Sunoco, Inc. Directors' Deferred Compensation Plan I; and (b) all of the account balance amount deferred in the form of Share Units under the Sunoco, Inc.'s Directors' Deferred Compensation Plan II. Each Share Unit to be paid out in cash will be valued at the average closing price of a share of Sunoco, Inc. common stock for the period of ten (10) trading days immediately prior to June 25, 2008.
- (4) Total of 3,243,963 Restricted Share Units beneficially owned following reported transaction under Sunoco, Inc.'s Directors' Deferred Compensation Plan I.

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.