Kelley Vincent J Form 5 February 09, 2010

OMB APPROVAL FORM 5

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Form 4 Transactions Reported

Reported

1(b).

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Kelley Vincent J Issuer Symbol SUNOCO INC [SUN] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) Director 10% Owner _X__ Officer (give title) Other (specify 12/31/2009 below) below) 1735 MARKET STREET Senior Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

PHILADELPHIA, Â PAÂ 19103-7583

X Form Filed by One Reporting Person Form Filed by More than One Reporting Person

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Number:

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January 31,

2005

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(City)	(State)	(Zip) Tab	le I - Non-Der	rivative Se	curiti	es Acqı	uired, Disposed	of, or Beneficia	ally 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. Securi Acquired Disposed (Instr. 3,	(A) o l of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2009	Â	J4 <u>(1)</u>	936	A	\$ 0 (4)	4,889	I	Esop Trust
Common Stock	12/31/2009	Â	J4 <u>(2)</u>	620	A	\$ 0 (3)	19,776	D	Â

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

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SEC 2270 (9-02)

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

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	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)		Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
		Derivative				Securities			(Instr. 3 and 4)			
		Security				Acquired						
						(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration		or Namelani		
							Exercisable	Date		Number		
						(A) (D)				of		
						(A) (D)				Shares		

of D

Is Fi

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Kelley Vincent J
1735 MARKET STREET
 Â Â Senior Vice President Â

PHILADELPHIA, PAÂ 19103-7583

Signatures

/s/ John J. DiRocco, Jr., Attorney-in-Fact 02/09/2010

**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) Routine, periodic acquisition of share equivalents pursuant to the Sunoco, Inc. Capital Accumulation Plan in transactions exempt under Rule 16(b). This information is provided by the Plan Administrator.
- (2) Routine reinvestment of dividends, in transaction exempt under Rule 16(b). This information is supplied by the reporting person's Brokerage firm.
- (3) Price is based on a Share Price of \$26.10 (1-year average daily closing market value 01/01/2009 12/31/2009) for fiscal year 2009. This information is supplied by the reporting person's Brokerage firm.
- (4) Price ranged from \$21.10 to \$35.31 during fiscal year 2009. This information is supplied by the Plan Administrator for the Sunoco, Inc. Capital Accumulation Plan ("SUNCAP").

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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