

SUNOCO INC  
Form 8-K  
December 09, 2008

**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): December 4, 2008**

**SUNOCO, INC.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction  
of incorporation)

**1-6841**  
(Commission file number)

**23-1743282**  
(I.R.S. employer  
identification number)

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**1735 Market Street, Suite LL, Philadelphia, PA**  
(Address of principal executive offices)

**(215) 977-3000**

**19103-7583**  
(Zip Code)

(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 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 5.02** **Departure of Directors or Certain Officers; Election of Directors;**  
**Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

By letter dated December 4, 2008, John G. Drosdick informed the Sunoco, Inc. ( Sunoco ) Board of Directors (the Board ) of his decision to resign as non-executive Chairman of the Board and as a director, effective December 31, 2008.

On December 4, 2008, the Board of Directors elected Lynn L. Elsenhans to succeed Mr. Drosdick as Chairman of the Board, effective January 1, 2009. She will continue to serves as Sunoco 's Chief Executive Officer and President and as a director. Ms. Elsenhans was also appointed Chairman and a member of the Executive Committee of the Board, effective January 1, 2009.

**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: December 9, 2008

By: /s/ Joseph P. Krott  
Joseph P. Krott  
Comptroller