

SUNOCO INC
Form 4
June 13, 2005

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 *
WULFF JOHN K

(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)
06/10/2005

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 | 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 | Code | V | (A) or (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | |
|----------------------|------------|---|------------------------------------|-----|------------------|-----------------|-------|----------------------------|-------|------------|------------|--------------|-------|
| | | | (A) | (D) | | | | | | | | | |
| Deferred Share Units | <u>(1)</u> | | | | 06/10/2005 | | | A ⁽²⁾ | 2.762 | 08/08/1988 | 08/08/1988 | Common Stock | 2.762 |
| Phantom Stock Units | <u>(1)</u> | | | | 06/10/2005 | | | A ⁽⁴⁾ | 8.91 | 08/08/1988 | 08/08/1988 | Common Stock | 8.91 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WULFF JOHN K 1801 MARKET STREET PHILADELPHIA, PA 19103-1699 | | | X | |

Signatures

John J. DiRocco, Jr., Attorney-in-fact for John K. Wulff
 Date: 06/13/2005

__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).
- (2) Dividend equivalents credited as restricted share units acquired pursuant to the Sunoco, Inc. Directors' Deferred Compensation Plan, in transaction exempt under Rule 16b-3(d).
- (4) Crediting of dividend equivalents on voluntary deferred compensation account pursuant to the Sunoco, Inc. Directors Deferred Compensation Plan, in transactions exempt under Rule 16b-3(d).
- (3) Total of 727.571 restricted share units beneficially owned following reported transaction.
- (5) Total of 2,346.808 share units beneficially owned following reported transaction.
- (1) The conversion rate is 1 for 1.

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.