SUNOCO INC Form 4 May 07, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

required to respond unless the form displays a currently valid OMB control January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

PEW ROBERT ANDERSON

		•	NOCO INC [SUN]	(Check all applicable)			
(Last) 1735 MAI	(First)	(Me	Oate of Earliest Transaction onth/Day/Year) 03/2007	X Director Officer (give title below) belo	10% Owner Other (specify		
	(Street)		f Amendment, Date Original d(Month/Day/Year)	6. Individual or Joint/Grou Applicable Line) _X_ Form filed by One Repor	ting Person		
PHILADELPHIA, PA 19103-7583 — Form filed by More than One Reporting Person							
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Ben	eficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Stock	05/03/2007		$J_{}^{(1)}$ 518 A 77.16	130,810 D			
Common Stock				400 I	By Spouse		
Common Stock				32,100 I	Co Trustee/Reptg Prsn		
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 (9-02)							

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number.

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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. P Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Share Units	(2)	05/03/2007		A	801.56	(3)	(3)	Common Stock	801.56	\$ 7

Reporting Owners

Reporting Owner Name / Address	Relationships				
. 9	Director	10% Owner	Officer	Other	
PEW ROBERT ANDERSON 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	X				

Signatures

Louisa K. Cresson, Attorney-in-fact for Robert
A. Pew

**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
- (2) Conversion rate is 1 for 1.
- (4) Yearly election credit credited as Restricted Share Units acquired pursuant to the Sunoco, Inc. Directors' Deferred Compensation Plan II, in transaction exempt under Rule 16b-3(d).
- (1) Granted pursuant to Rule 16b-3(d)(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.

Reporting Owners 2