JONES JOHN P III Form 4

December 14, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number: January 31,

**OMB APPROVAL** 

2005 Estimated average

0.5

7. Nature of

Ownership

(Instr. 4)

(9-02)

Indirect

burden hours per response...

Expires:

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* JONES JOHN P III

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

1735 MARKET STREET

(Middle)

SUNOCO INC [SUN] 3. Date of Earliest Transaction

(Month/Day/Year)

12/10/2010

X\_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

4. If Amendment, Date Original

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

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

PHILADELPHIA, PA 19103-7583

(Zip)

Person

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 4 Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or

8

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#### Edgar Filing: JONES JOHN P III - Form 4

	Derivative Security			Disposed of (Instr. 3, 4, 5)				
			Code V	V (A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Share Units	(1)	12/10/2010	A	9.955	<u>(2)</u>	(2)	Common Stock	9.955 \$
Phantom Stock	<u>(1)</u>	12/10/2010	A	82.689	(2)	(2)	Common Stock	82.689 \$
Phantom Stock	<u>(1)</u>	12/10/2010	A	812.358	(2)	(2)	Common Stock	812.358 \$
Phantom Stock	<u>(1)</u>	12/10/2010	A	844	(2)	(2)	Common Stock	844 \$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
·r· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
JONES JOHN P III 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	X					

# **Signatures**

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

\*\*Signature of Reporting Person

## **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).

Date

- (1) Conversion rate is 1 for 1.
- (2) Not Applicable
- (3) Total of 2,665.039 Restricted Share Units beneficially owned following reported transaction, granted under Sunoco, Inc.'s Directors' Deferred Compensation Plan II.
- (4) Total of 23,793.42 Phantom Stock Units beneficially owned following reported transaction, granted under Sunoco, Inc.'s Directors' Deferred Compensation Plan II.

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.

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