

SUNOCO INC  
Form 8-K  
September 21, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): September 21, 2004**

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**SUNOCO, INC.**

(Exact name of registrant as specified in its charter)

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**Pennsylvania**  
(State or other jurisdiction

of incorporation)

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

**23-1743282**  
(IRS employer

identification number)

Ten Penn Center, 1801 Market Street, Philadelphia, PA 19103-1699

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(Address of principal executive offices) (Zip Code)

(215) 977-3000

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing 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))
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**Item 8.01. Other Events.**

On Tuesday, September 21, 2004, executives of Sunoco, Inc. made a presentation to financial analysts in New York City, which provided an update on business matters and strategies. A copy of the slides from this presentation are filed with this report as Exhibit 99.1 which is incorporated herein by reference. This information is being filed pursuant to Item 8.01 of Form 8-K and, accordingly, will be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibit

99.1 - Slide presentation given September 21, 2004 by executives of Sunoco, Inc.

**Safe Harbor Statement**

Statements contained in the exhibit to this report that state the Company's or its management's expectations or predictions of the future are forward-looking statements intended to be covered by the safe harbor provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934. The Company's actual results could differ materially from those projected in such forward-looking statements. Factors that could affect those results include those mentioned in the documents that the Company has filed with the Securities and Exchange Commission.

**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 thereunto duly authorized.

SUNOCO, INC.

Date: September 21, 2004

By: /s/ JOSEPH P. KROTT

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Joseph P. Krott  
Comptroller  
(Principal Accounting Officer)

**EXHIBIT INDEX**

**Exhibit**

<b><u>Number</u></b>	<b><u>Description of Exhibit</u></b>
99.1	Slide presentation given September 21, 2004 by executives of Sunoco, Inc.