

SUNOCO INC  
Form 4  
September 13, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**KAISER JAMES G**

(Last) (First) (Middle)  
**1735 MARKET STREET**  
  
(Street)

**PHILADELPHIA, PA 19103-7583**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SUNOCO INC [SUN]**

3. Date of Earliest Transaction (Month/Day/Year)  
**09/09/2011**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/09/2011		M <sup>(1)</sup>		3,332	A	\$ 37.2538
Common Stock	09/09/2011		S		3,332	D	\$ 37.2538
Common Stock	09/09/2011		J <sup>(2)</sup>		906	A	\$ 37.257
					32,435.17	D	

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

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(9-02)

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**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 17.62	09/09/2011		M <sup>(1)</sup>		3,332		05/02/2004	05/02/2012	Common Stock	3,332
Deferred Share Units	<u>(3)</u>	09/09/2011		A		62.331		<u>(4)</u>	<u>(4)</u>	Common Stock	62.331

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAISER JAMES G 1735 MARKET STREET PHILADELPHIA, PA 19103-7583			X	

## Signatures

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

09/13/2011

\*\*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).

Cash exercise of 3,332 Stock Options granted in 2002 at an option price of \$17.62 in compliance with Rule 16(b)3 under the Sunoco, Inc.

- (1) Long Term Performance Enhancement Plan II ("LTPEP II") for net of 3,332 shares of Sunoco, Inc. common stock issued to reporting person.
- (2) Granted pursuant to Rule 16b-3(d)(1).
- (3) Conversion rate is 1 for 1.
- (4) Not Applicable

Total of 15,544.109 Restricted Share Units beneficially owned following reported transaction (51,908 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 10,423 Restricted Share Units 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.

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