

EDWARDS GARY W  
Form 4  
October 10, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
EDWARDS GARY W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1818 MARKET STREET, SUITE 1500

3. Date of Earliest Transaction (Month/Day/Year)  
10/05/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
PHILADELPHIA, PA 19103-7583

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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			
Common Stock	10/05/2012		D	1,000 D 0		D	

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

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SEC 1474 (9-02)

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

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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 Securities (Instr. 3 and 4)	Amount of Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Deferred Share Units	(2)	10/05/2012		D	1,298.704	(3) (3)	Common Stock	1,298.704
Phantom Stock	(2)	10/05/2012		D	28,866.628	(3) (3)	Common Stock	28,866.628

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDWARDS GARY W 1818 MARKET STREET SUITE 1500 PHILADELPHIA, PA 19103-7583			X	

**Signatures**

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

10/10/2012

\_\_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).
- (1) Disposed of pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), in exchange for the right to receive (a) approximately 494 ETP common units; and (b) approximately \$26,467 cash, less any applicable taxes or fees.
- (2) Conversion rate is 1 for 1.
- (3) Not Applicable
- (4) Pursuant to the merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these Share Units credited to the reporting person's deferred compensation account(s) were canceled, in exchange for the right to receive a cash payment of approximately \$64,935 (Deferred Share Units) and approximately \$1,443,331 (Phantom Stock), less any applicable taxes or fees, representing an amount equal to the product of the total number of such common stock units multiplied by the per unit cash consideration of \$50.

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.