

SUNOCO INC

Form 4

February 14, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DARNALL ROBERT J

(Last) (First) (Middle)

1801 MARKET STREET

(Street)

PHILADELPHIA, PA 19103-1699

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2005

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	02/11/2005		M ⁽¹⁾		1,580	A \$ 36.4	3,580 D
Common Stock	02/11/2005		M ⁽²⁾		1,666	A \$ 35.24	5,246 D
Common Stock	02/11/2005		F		1,227	D \$ 94.7	4,019 D
Common Stock	02/11/2005		S		1,900	D \$ 95.21	2,119 D
Common Stock	02/11/2005		S		119	D \$ 95.28	2,000 D

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Exercise, via stock swap, of 1,580 stock options granted in 2001 at an option price of \$36.40 in compliance with Rule 16(b)3 under the Sunoco, Inc. Long Term Performance Enhancement Plan II ("LTPEPII") for a net of 973 shares of Sunoco, Inc. common stock issued to reporting person (607 shares swapped to pay option price).

- (2) Exercise, via stock swap, of 1,666 stock options granted in 2002 at an option price of \$35.24 in compliance with Rule 16(b)3 under the Sunoco, Inc. Long Term Performance Enhancement Plan II ("LTPEPII") for a net of 1,046 shares of Sunoco, Inc. common stock issued to reporting person (620 shares swapped to pay option price).

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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