

ROWE JOHN W
Form 4
September 14, 2009

FORM 4

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

OMB APPROVAL

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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 *
ROWE JOHN W

(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)
09/10/2009

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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	Derivative Security		Code	V	Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Phantom Stock	<u>(1)</u>	09/10/2009	A		204.356		<u>(2)</u>	<u>(2)</u>	Common Stock	204.356 \$
Phantom Stock	<u>(1)</u>	09/10/2009	A		894.235		<u>(2)</u>	<u>(2)</u>	Common Stock	894.235 \$
Phantom Stock	<u>(1)</u>	09/10/2009	A		1,271		<u>(2)</u>	<u>(2)</u>	Common Stock	1,271 \$
Deferred Share Units	<u>(1)</u>	09/10/2009	A		57.538		<u>(2)</u>	<u>(2)</u>	Common Stock	57.538 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROWE JOHN W 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	X			

Signatures

/s/ John J. DiRocco, Jr., Attorney-in-Fact	09/14/2009
**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) Conversion rate is 1 for 1.
- (2) Not Applicable

(3) Total of 20,461.232 Phantom Stock Units beneficially owned following reported transaction (61.168 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 2,308.423 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).

(4) Total of 5,151.370 Restricted Share Units beneficially owned following reported transaction (15.966 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 41.572 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. 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.