

SUNOCO INC  
Form POS AM  
November 06, 2008

As filed with the Securities and Exchange Commission on November 6, 2008

Registration No. 333-78881

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

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-3**  
**REGISTRATION STATEMENT**  
**UNDER THE SECURITIES ACT OF 1933**

**SUNOCO, INC.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction of incorporation or organization)

1735 Market Street, Ste. LL

Philadelphia, PA 19103-7583

(215) 977-3000

**23-1743282**  
(I.R.S. Employer Identification Number)

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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Ann C. Mulé, Esq.**

**Sunoco, Inc.**

**1735 Market Street, Ste. LL**

**Philadelphia, PA 19103-7583**

**(215) 977-6430**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copy to:*

**Justin P. Klein, Esq.**

**Ballard Spahr Andrews & Ingersoll, LLP**

**1735 Market Street, 51st Floor**

**Philadelphia, PA 19103-7599**

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

**EXPLANATORY STATEMENT**

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-3 (File No. 333-78881) (the "Registration Statement") of Sunoco, Inc. (the "Company"), which was filed with the Securities and Exchange Commission on May 20, 1999. The Registration Statement registered shares of the Company's common stock, par value \$1.00 per share, for issuance pursuant to the Sunoco, Inc. Shareholder Access and Reinvestment Plan (the "Plan"). The Plan has been terminated, all participation in the Plan has ceased and there are no interests remaining outstanding under the Plan. Accordingly, the Company is filing this Post-Effective Amendment No. 1 to deregister the shares of common stock of the Company that were registered on the Registration Statement but were not issued at the termination of the Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3, and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania, as of the 6th day of November, 2008.

**SUNOCO, INC.**

By: /s/ JOSEPH P. KROTT  
Joseph P. Krott

Comptroller

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by, or on behalf of, the following persons in the capacities indicated, as of this 6th day of November, 2008.

/s/ ROBERT J. DARNALL  
Robert J. Darnall, Director

/s/ JOHN P. JONES, III  
John P. Jones, III, Director

/s/ JOHN G. DROSDICK  
John G. Drosdick, Chairman,

/s/ JAMES G. KAISER  
James G. Kaiser, Director

/s/ GARY W. EDWARDS  
Gary W. Edwards, Director

/s/ JOSEPH P. KROTT  
Joseph P. Krott, Comptroller  
  
(Principal Accounting Officer)

/s/ LYNN L. ELSENHANS  
Lynn L. Elsenhans

/s/ R. ANDERSON PEW  
R. Anderson Pew, Director

Chief Executive Officer,

President and Director

(Principal Executive Officer)

/s/ URSULA O. FAIRBAIRN  
Ursula O. Fairbairn, Director

/s/ G. JACKSON RATCLIFFE  
G. Jackson Ratcliffe, Director

/s/ THOMAS P. GERRITY  
Thomas P. Gerrity, Director

/s/ JOHN W. ROWE  
John W. Rowe, Director

/s/ ROSEMARIE B. GRECO  
Rosemarie B. Greco, Director

/s/ JOHN K. WULFF  
John K. Wulff, Director

/s/ THOMAS W. HOFMANN  
Thomas W. Hofmann, Senior Vice

President and Chief Financial Officer

(Principal Financial Officer)