

SUNOCO INC  
Form 8-K  
August 10, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): August 9, 2011

**SUNOCO, INC.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction

of incorporation)

**1-6841**  
(Commission

file number)

**23-1743282**  
(IRS employer

identification number)

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**1818 Market Street, Suite 1500, Philadelphia, PA**  
(Address of principal executive offices)  
**(215) 977-3000**

**19103**  
(Zip Code)

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events**

On August 9, 2011, Sunoco, Inc. (the *Company*) announced that it intends to repurchase up to \$500 million of its outstanding common stock, pursuant to an existing authorization from its Board of Directors. Attached as Exhibit 99.1 to this Current Report on Form 8-K, is a copy of the Company's related press release dated August 9, 2011, which is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 - Sunoco, Inc. Press Release, dated August 9, 2011.

Safe Harbor Statement:

Statements contained in this report, or the exhibits to this report, that state the Company's or its management's expectations or predictions of the future are forward-looking statements intended to be covered by the safe harbor provisions of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. The Company's actual results could differ materially from those projected in such forward-looking statements. Factors that could affect those results include those mentioned in the documents that the Company has filed with the Securities and Exchange Commission.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 10, 2011

SUNOCO, INC.  
(Registrant)

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

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**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Exhibit</b>
99.1	Sunoco, Inc. Press Release, dated August 9, 2011.