

SUNOCO INC  
Form 4  
December 31, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**GRECO ROSEMARIE B**

(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)  
**12/27/2007**

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                             |
| Common Stock                    | 12/27/2007                           |                                                    | M <sup>(1)</sup>               |                                                                   | 3,332                                                                                         | A                                                        | \$ 17.62                          |
| Common Stock                    | 12/27/2007                           |                                                    | M <sup>(2)</sup>               |                                                                   | 3,160                                                                                         | A                                                        | \$ 18.2                           |
| Common Stock                    | 12/27/2007                           |                                                    | S                              |                                                                   | 3,160                                                                                         | D                                                        | \$ 72.35                          |
| Common Stock                    | 12/27/2007                           |                                                    | S                              |                                                                   | 3,332                                                                                         | D                                                        | \$ 72.35                          |

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Options (Right to buy)               | \$ 17.62                                               | 12/27/2007                           |                                                    | M <sup>(1)</sup>               | 3,332                                                                                   | 05/02/2004 05/02/2012                                    | Common Stock                                                  | 3,332                         |
| Stock Options (Right to buy)               | \$ 18.2                                                | 12/27/2007                           |                                                    | M <sup>(2)</sup>               | 3,160                                                                                   | 05/04/2003 05/04/2011                                    | Common Stock                                                  | 3,160                         |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |         |       |
|------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                        | Director      | 10% Owner | Officer | Other |
| GRECO ROSEMARIE B<br>1735 MARKET STREET<br>PHILADELPHIA, PA 19103-7583 |               |           | X       |       |

## Signatures

John J. DiRocco, Jr., Attorney-in-fact for Rosemarie B. Greco 12/31/2007

\_\_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).

Cash exercise of 3,332 Stock Options granted in 2002 at an option price of \$17.62 in compliance with Rule 16(b)3 under the Sunoco, Inc.

(1) Long Term Performance Enhancement Plan II ("LTPEP II") for net of 3,332 shares of Sunoco, Inc. common stock issued to reporting person.

(2)

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Cash exercise of 3,160 Stock Options granted in 2001 at an option price of \$18.20 in compliance with Rule 16(b)3 under the Sunoco, Inc. Long Term Performance Enhancement Plan II ("LTPEP II") for net of 3,160 shares of Sunoco, Inc. common stock issued to reporting person.

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.