### Edgar Filing: OWENS ROBERT W - Form 4

OWENS R	OBERT W										
Form 4											
July 16, 200											
FORM	$\mathbf{\Lambda} 4_{\text{UNITED}}$	STATES	SECU	DITIFS /	ND FY	CHANCE		NT	PPROVAL		
	UNITED	SIAILS		ashington				Number:	3235-0287		
Check t				8	,			Expires:	January 31,		
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Section	ection 16. SECURITIES							burden hou	irs per		
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1(b).	ruction	()			· · · · · · · · · · · · · · · · · · ·						
(Print or Type	Responses)										
1. Name and	Address of Reporting	Person <sup>*</sup>	2. Issu	er Name <b>an</b>	<b>d</b> Ticker or	Trading	5. Relationship	of Reporting Per	son(s) to		
	OBERT W		2. Issuer Name <b>and</b> Ticker or Trading Symbol				Issuer				
			SUNO	CO INC [	SUN]		(Check all applicable)				
(Last)	(First) (	Middle)	3. Date	of Earliest T	ransaction		(Check an appreadic)				
			(Month/Day/Year)			Director 10% Owner					
1735 MARKET STREET			07/14/2009			_X_ Officer (give title Other (specify below) below)					
							Sen	ior Vice Presider	nt		
(Street)			4. If Am	endment, D	ate Origina	al	6. Individual or Joint/Group Filing(Check				
			Filed(Mo	onth/Day/Yea	r)		Applicable Line) _X_ Form filed by	One Reporting P	erson		
PHILADE	LPHIA, PA 19103	3-7583					Form filed by	More than One R			
							Person				
(City)	(State)	(Zip)	Tal	ole I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date			3.	4. Securit		5. Amount of		7. Nature of		
Security (Instr. 3)	(Month/Day/Year)	Execution any	Date, if	Transactic Code	nAcquired Disposed		Securities Beneficially	Form: Direct (D) or Indirect	Indirect Beneficial		
(		(Month/Da	ay/Year)		-		Owned	(I)	Ownership		
							Following Reported	(Instr. 4)	(Instr. 4)		
						(A)	Transaction(s)				
				Code V	Amount	or (D) Price	(Instr. 3 and 4)				
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	-		-	ation of s	TEC 1474		
							spond to the colle tained in this forn		SEC 1474 (9-02)		
						•	ond unless the fo				
					displa numb		ntly valid OMB co	ntrol			

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Seci

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(Instr. 3)	Price of Derivative Security	Derivative		(Instr. 8		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(	(Ins		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Unit	<u>(1)</u>	07/14/2009		А		13,245 <u>(3)</u>		(2)	(2)	Common Stock	13,245	1

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
FB	Director	10% Owner	Officer	Other				
OWENS ROBERT W			Senior					
1735 MARKET STREET			Vice					
PHILADELPHIA, PA 19103-7583			President					
<u>.</u>								

# Signatures

/s/ John J. DiRocco, Jr., Attorney-in-Fact

07/16/2009

\*\*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

Special one-time retention-based common stock units awarded in 2009 pursuant to the Sunoco, Inc. Long-Term Performance

(3) Enhancement Plan II ("LTPEP II") in a transaction exempt under Rule 16b-3. Payout of these common stock units is contingent upon the continued employment of the respective recipient with the Company through July 14, 2012.

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.