Scargle Thomas J Form 3 July 23, 2009				
FORM 3	UNITED STATES SECURITIES AND EXCHANGE COMMISSION	OMB APPROVAL		
		OMB Number:	3235-0104	
	Expires:	January 31, 2005		
	SECURITIES	Estimated average		
	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,	burden hou response	rs per 0.5	
	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 <u>*</u> Scargle Thomas J		 Date of Event Requiring Statement (Month/Day/Year) 	^g 3. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]					
(Last)	(First)	(Middle)	07/23/2009	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)	
1735 MARKET STREET (Street)			(Check all applicable)			:)	6. Individual or Joint/Group	
PHILADEL	PHILADELPHIA, PA 19103			Director 10% Owner X Officer Other (give title below) (specify below) Vice President		Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - I	Non-Derivat	tive Securit	ies Be	neficially Owned	
1.Title of Secu (Instr. 4)	ity		2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr.		
Common Ste	ock		285		D	Â		
Common Ste	ock		4,667.106		Ι	ESO	P Trust (1)	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)								

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> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)
			Derivative	Security:	

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Common Stock Unit (2)	(<u>3)</u>	(3)	Common Stock	1,500	\$ <u>(4)</u>	D	Â
Stock Options (Right to Buy) (5)	12/06/2008	12/06/2016	Common Stock	2,400	\$ 68.43	D	Â
Stock Options (Right to Buy) (5)	12/04/2009	12/05/2017	Common Stock	2,600	\$ 63.98	D	Â
Stock Options (Right to Buy) $\frac{(5)}{2}$	12/03/2010	12/03/2018	Common Stock	4,300	\$ 35.29	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Scargle Thomas J 1735 MARKET STREET PHILADELPHIA, PA 19103	Â	Â	Vice President	Â		
Signatures						
/s/ John J. DiRocco, Jr., Attorney-in-Fact		07/23/20	009			

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

Date

(1) Routine, periodic acquisition of share equivalents pursuant to the Sunoco, Inc. Capital Acumulation Plan in transactions exempt under Rule 16(b). This information is provided by the Plan Administrator.

Special one-time retention-based common stock units awarded in 2007 pursuant to the Sunoco, Inc. Long-Term Performance(2) 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 December 5, 2010.

- (3) Not Applicable
- (4) Conversion rate is 1 for 1.
- (5) Stock Options (right to buy Sunoco, Inc. common stock) exercisable two years from the date of grant, pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan II ("LTPEP II"), in a transaction exempt under Rule 16b-3.

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.