Thomson Mich	nael J								
Form 5									
February 09, 20	010								
FORM	5				OMB A	PPROVA	L		
Check this be no longer sub to Section 16 Form 4 or Fo 5 obligations may continue <i>See</i> Instruction 1(b).	UNIT	NNUAL STA (pursuant to S 17(a) of the F	SECURITIES AND EXCHANGE C Washington, D.C. 20549 ATEMENT OF CHANGES IN BEN DWNERSHIP OF SECURITIES ection 16(a) of the Securities Exchange Public Utility Holding Company Act of of the Investment Company Act of 194	EFICIAL e Act of 1934, 1935 or Section	OMB Number: Expires: Estimated a burden hou response	average urs per			
1. Name and Address of Reporting Person <u>*</u> Thomson Michael J			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]	Issuer	. Relationship of Reporting Person(s) to ssuer (Check all applicable)				
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended	(ener	n un uppneue)			
1735 MARKET STREET			(Month/Day/Year) 12/31/2009	Director X_Officer (give below)		% Owner her (specify			
	(Street)		4. If Amendment, Date Original	6. Individual or Jo	oint/Group Re	eporting			
			Filed(Month/Day/Year)	(check applicable line)					
PHILADELPI	HIA, PAŹ	19103-7583							

PHILADELPHIA, A PAA 19103-7583

X Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) 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. Securi Acquired Disposed (Instr. 3, Amount	l (A) c l of (D))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	12/31/2009	Â	J4 <u>(1)</u>	247	А	\$ 0 (2)	352	Ι	Esop Trust			
Common Stock	Â	Â	Â	Â	Â	Â	10,000	D	Â			

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

Persons who respond to the collection of information SEC 2270 contained in this form are not 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)

(9-02)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. O S B O E I S F i (I
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Thomson Michael J 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Â	Â	Senior V.P.	Â			
Signatures							
/s/ John J. DiRocco, Jr., Attorney-in-Fact	02/09/2010						

**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) Routine, periodic acquisition of share equivalents pursuant to the Sunoco, Inc. Capital Accumulation Plan in transactions exempt under Rule 16(b). This information is provided by the Plan Administrator.
- (2) Price ranged from \$21.10 to \$35.31 during fiscal year 2009. This information is supplied by the Plan Administrator for the Sunoco, Inc. Capital Accumulation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.