

SUNOCO INC  
Form S-8 POS  
October 05, 2012

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

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**SUNOCO, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Pennsylvania**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**1818 Market Street, Suite 1500**  
**Philadelphia, PA 19103**  
(Address of Principal Executive Offices)

**23-1743282**  
(I.R.S. Employer  
Identification Number)

**SUNOCO, INC. LONG-TERM PERFORMANCE ENHANCEMENT PLAN III**

**(Full Title of the Plan)**

**Thomas P. Mason**

**Senior Vice President, General Counsel and Secretary**

**Sunoco, Inc.**

**3738 Oak Lawn Avenue**

**Dallas, TX 75219**

**(Name and Address of agent for service)**

**(214) 981-0700**

**(Telephone Number, including Area Code, of agent for service)**

*Copy To:*

**William N. Finnegan IV**

**Sean T. Wheeler**

**Latham & Watkins LLP**

**811 Main Street, Suite 3700**

**Houston, Texas 77002**

**(713) 546-5400**

**DEREGISTRATION OF SECURITIES**

On March 1, 2011, the Registrant filed with the Securities and Exchange Commission a registration statement on Form S-8, Registration No. 333-172545 (the Registration Statement ), for the sale of 3,500,000 shares of common stock, par value \$1.00 per share (the Common Stock ), and an indeterminate number of plan interests (together with the Common Stock, the Securities ) under the Sunoco, Inc. Long-Term Performance Enhancement Plan III.

On October 5, 2012, pursuant to the terms of the Agreement and Plan of Merger, dated as of April 29, 2012, as amended by Amendment No. 1 dated as of June 15, 2012 (the Merger Agreement ), by and among the Registrant, Energy Transfer Partners, L.P., Energy Transfer Partners GP, L.P., Sam Acquisition Corporation ( Merger Sub ) and, for limited purposes set forth therein, Energy Transfer Equity, L.P., Merger Sub merged with and into the Registrant (the Merger ), with the Registrant surviving the Merger. As a result of the Merger, the offering pursuant to the Registration Statement has been terminated. In accordance with an undertaking made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the Securities registered under the Registration Statement that remain unsold at the termination of the offering, the Registrant hereby removes from registration the Securities registered but unsold under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 1 to Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on October 5, 2012.

SUNOCO, INC.

By: /s/ Martin Salinas, Jr.  
Name: Martin Salinas, Jr.  
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed below by the following persons in the capacities and on the dates indicated.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ Kelcy L. Warren Kelcy L. Warren	Chief Executive Officer and Chairman of the Board of Directors  (Principal Executive Officer)	October 5, 2012
/s/ Martin Salinas, Jr. Martin Salinas, Jr.	Chief Financial Officer and Director  (Principal Financial and Accounting Officer)	October 5, 2012