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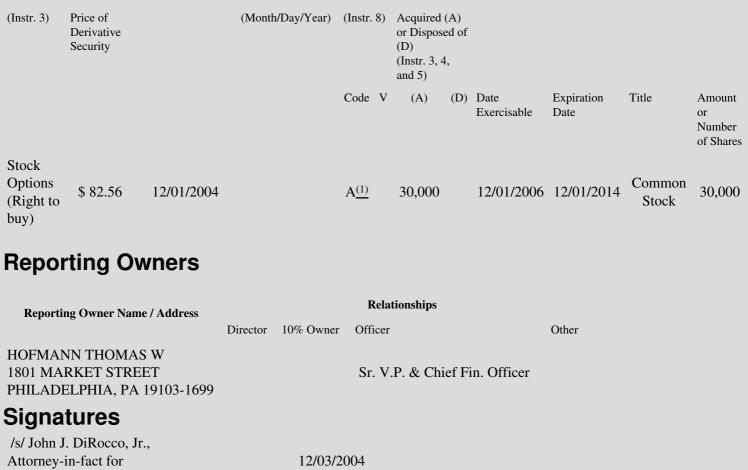
| SUNOCO I Form 4 | NC | | | | | | | | | | |
|---|---|--|---|--|--|---|--|--------------|---|---|----------------|
| December (| 03, 2004 | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | | OMB APPROVAL | | |
| | Check this box | | | | | | | |)MB Jumber: | | -0287 |
| if no loi | laer | | | | | | | | | Janua | ry 31, 2005 |
| subject Section Form 4 Form 5 | to STATEN 16. or | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, | | | | | | | Estimated average burden hours per | | 0.5 |
| obligati may con <i>See</i> Inst 1(b). | ons ntinue. Section 17(| (a) of the l | Public U | Jtility Hol | ding Co | | of 1935 or Sect | | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| 1. Name and HOFMAN | 2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | | |
| (Last) | (First) (| Middle) | | | | | (Ch | heck al | l applicabl | e) | |
| 1801 MARKET STREET | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/01/2004 | | | | Director 10% Owner X_ Officer (give title Other (specify below) below) Sr. V.P. & Chief Fin. Officer | | | | |
| PHILADE | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | | |
| | | | | | | | Person | | | | |
| (City) | (State) | (Zip) | Tab | ole I - Non-l | Derivative | Securities A | Acquired, Disposed | l of, or | Beneficia | lly Owne | d |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deema Execution any (Month/Da | Date, if | 3. Transactio Code (Instr. 8) Code V | Disposed (Instr. 3, | (A) or of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | Forn | wnership n: Direct or Indirect r. 4) | 7. Nature Indirect Beneficia Ownersh (Instr. 4) | al 1ip |
| Reminder: Re | port on a separate line | e for each cl | ass of sec | urities bene | Perso inforr requi | ons who res nation con red to resp ays a curre | or indirectly. spond to the coll tained in this forn ond unless the fo ntly valid OMB c | m are orm | not | SEC 1474 (9-02) | |

 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 |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

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**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).

Stock options (rights to buy Sunoco, Inc. common stock) exercisable two years from the date of grant, pursuant to the Sunoco, Inc. Long
 (1) Term Performance Enhancement Plan II ("LTPEP II"), in a transaction exempt under Rule 16b-3. These stock options were granted with tandem appreciation rights ("Limited Rights") that may be exercised for cash only in the event of a change in control of Sunoco, Inc.

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.