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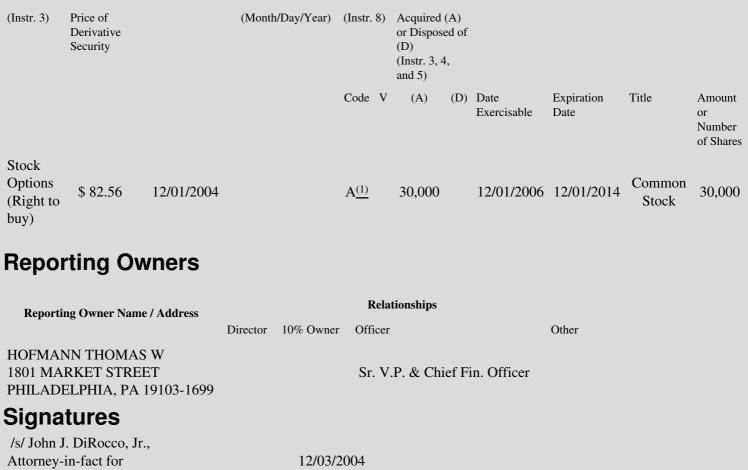
SUNOCO I Form 4	NC										
December (03, 2004										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
	Check this box)MB Jumber:		-0287
if no loi	laer									Janua	ry 31, 2005
subject Section Form 4 Form 5	to STATEN 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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.