#### FAIRBAIRN URSULA F

Form 5

January 06, 2005

## FORM 5

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0362 January 31,

1.0

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: 2005

IN BENEFICIAL Estimated average

# ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response...

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * FAIRBAIRN URSULA F			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	SUNOCO INC [SUN] 3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)			
1801 MARKI	ET STREET		(Month/Day/Year) 12/31/2004	X Director 10% Owner Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting  (check applicable line)			

### PHILADELPHIA, Â PAÂ 19103-1699

\_X\_ Form Filed by One Reporting Person \_\_\_ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	le I - Non-Dei	rivative Securities Acqu	ired, Disposed	of, or Beneficia	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transaction	4. Securities Acquired (A) or Disposed of	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	( · · · · · · · · · · · · · · · · · · ·	any	Code	(D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned at end	Indirect (I)	Ownership
					of Issuer's	(Instr. 4)	(Instr. 4)
				(A)	Fiscal Year		
				or	(Instr. 3 and		
				Amount (D) Price	4)		
Common Stock	12/31/2004	Â	J <u>(1)</u>	29.828 A $\frac{\$ 0}{(2)}$	1,925.69	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 contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
	·				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
					·	_				
					(A) (D)		Expiration	Title	Amount	
						Exercisable	Date		or	
									Number	
									of	
									Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FAIRBAIRN URSULA F 1801 MARKET STREET PHILADELPHIA, PA 19103-1699	ÂX	Â	Â	Â		

## **Signatures**

/s/ John J. DiRocco, Jr., Attorney-in-fact for 01/06/2005

\*\*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 reinvestment of dividends pursuant to the Sunoco, Inc. Shareholder Access & Reinvestment Plan ("SHARP"), in transaction exempt under Rule 16(b). This information is supplied by the Transfer Agent.
- (2) Price ranged from \$61.017 to \$78.694 during fiscal year 2004. This information is supplied by the Transfer Agent for the Sunoco, Inc. Shareholder Access & Reinvestment Plan ("SHARP").

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.

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