Edgar Filing: FISCHER BRUCE G - Form 4

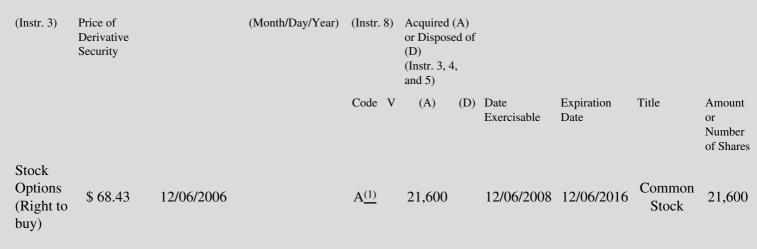
FISCHER BRUCE G							
Form 4							
December 08, 2006							
FORM 4 UNITED	STATES SECU Wa				COMMISSIO		PPROVAL 3235-0287
Subject to Section 16.	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: Estimated burden hou	urs per
Form 5 Filed pur	Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940						. 0.5
(Print or Type Responses)							
1. Name and Address of Reporting FISCHER BRUCE G	Symbol	2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (I		3. Date of Earliest Transaction					
1735 MARKET STREET		(Month/Day/Year) 12/06/2006			Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President		
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)			1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PHILADELPHIA, PA 19103	8-7583				Form filed by Person	More than One R	eporting
(City) (State)	(Zip) Tal	ble I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of 2. Transaction Date Security (Month/Day/Year) (Instr. 3)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8) Code V	4. Securiti nAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Reminder: Report on a separate line	for each class of sec	curities bene	Perso inform requir	ns who res nation cont ed to resp ys a curre	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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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Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
FISCHER BRUCE G			Senior			
1735 MARKET STREET			Vice			
PHILADELPHIA, PA 19103-7583			President			
Signatures						
John J. DiRocco, Jr., Attorney-in-fact Fischer	12/08/2006					
** Signature of Reporting Person	I		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.