**SUNOCO INC** Form 4 December 12, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

2. Issuer Name and Ticker or Trading

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Instr. 3)

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person \*

FAIRBAIRN URSULA F

(First) (Middle)

1735 MARKET STREET

(Zip)

(Month/Day/Year) 12/08/2006

SUNOCO INC [SUN]

3. Date of Earliest Transaction

(Street) 4. If Amendment, Date Original

Symbol

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PHILADELPHIA, PA 19103-7583

(State)

1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership Form: Direct

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4) (Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Code V Amount (D) Price

(A)

or

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 1474 (9-02)

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

1. Title of Derivative Conversion Security or Exercise

Price of

(Instr. 3)

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4 TransactionDerivative Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

8. Pı Deri Secu (Inst

#### Edgar Filing: SUNOCO INC - Form 4

	Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Share Units	<u>(1)</u>	12/08/2006	A		22.875		<u>(2)</u>	(2)	Common Stock	22.875	\$ 6
Phantom Stock Units	(1)	12/08/2006	A		47.745		(2)	(2)	Common Stock	47.745	\$ 60

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
toposting of most stante passage	Director	10% Owner	Officer	Other			
FAIRBAIRN URSULA F							
1735 MARKET STREET	X						
PHILADELPHIA, PA 19103-7583							

# **Signatures**

John J. DiRocco, Jr., Attorney-in-fact for Ursula O. Fairbairn 12/12/2006

\*\*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).
- (2) Not Applicable
  - Total of 6,133.890 Restricted Share Units beneficially owned following reported transaction (17.192 Restricted Share Units under
- (3) Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 5.683 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).
- (1) Conversion rate is 1 for 1.
  - Total of 12,802.884 Phantom Stock Units beneficially owned following reported transaction (37.946 Phantom Stock Units under Sunoco,
- (4) Inc.'s Directors' Deferred Compensation Plan I and 9.799 Phanton Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).

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.

Reporting Owners 2