

NAKU ROLF D  
Form 4  
December 12, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NAKU ROLF D

2. Issuer Name and Ticker or Trading Symbol  
SUNOCO INC [SUN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1735 MARKET STREET

3. Date of Earliest Transaction (Month/Day/Year)  
12/08/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

(Street)  
PHILADELPHIA, PA 19103-7583

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 12/08/2005                           |  | M/K                            |   | 32,200  | A  | \$ 24.51  |
| Common Stock                    | 12/08/2005                           |  | S                              |   | 126   | D  | \$ 82.59  |
| Common Stock                    | 12/08/2005                           |  | S                              |   | 2,900   | D  | \$ 83.3   |
| Common Stock                    | 12/08/2005                           |  | S                              |   | 2,800   | D  | \$ 83.32  |
| Common Stock                    | 12/08/2005                           |  | S                              |   | 848   | D  | \$ 83.35  |
|                                 |                                      |  |                                |   |   |  | 64,201.63   |
|                                 |                                      |  |                                |   |   |  | 64,075.63   |
|                                 |                                      |  |                                |   |   |  | 61,175.63   |
|                                 |                                      |  |                                |   |   |  | 58,375.63   |
|                                 |                                      |  |                                |   |   |  | 57,527.63   |

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|              |            |   |        |   |          |           |   |
|--------------|------------|---|--------|---|----------|-----------|---|
| Common Stock | 12/08/2005 | S | 200    | D | \$ 83.36 | 57,327.63 | D |
| Common Stock | 12/08/2005 | F | 18,452 | D | \$ 83.65 | 38,875.63 | D |

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.**

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (Right to buy)               | \$ 24.51   | 12/08/2005                           |  | M/K <sup>(1)</sup>             | 32,200  | 12/03/2005 12/03/2013                                    | Common Stock  | 32,200                     |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| NAKU ROLF D<br>1735 MARKET STREET<br>PHILADELPHIA, PA 19103-7583 |               |           | Senior Vice President |       |

## Signatures

John J. DiRocco, Jr., Attorney-in-fact for Rolf D.  
Naku

12/12/2005

\_\_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)

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Exercise, via stock swap, of 32,200 stock options granted in 2003 at an option price of \$24.51 in compliance with Rule 16(b)3 under the Sunoco, Inc. Long Term Performance Enhancement Plan II ("LTPEP II") for net of 13,748 shares of Sunoco, Inc. common stock issued to reporting person (9,434 shares swapped to pay option price, and 9,018 shares used to pay tax withholding obligation).

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.