Edgar Filing: ROWE JOHN W - Form 4

DOWE JOINING

Form 4										
June 12, 200								OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check th if no lon subject to Section Form 4 Form 5 obligation	AENT OF rsuant to Se (a) of the Pr	CHAN ection 1	GES IN SECUI	Estimated burden hoi response	average urs per	31, 005 0.5				
may con <i>See</i> Inst 1(b).	unue.			•	•	ny Act of 1				
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> ROWE JOHN W			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]			5. Relationship of Reporting Person(s) to Issuer				
			 Date of Earliest Transaction (Month/Day/Year) 06/10/2009 			(Check all applicable) <u>X</u> Director Officer (give title 10% Owner below) Director below)				
Fil			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 				
	LPHIA, PA 19103						Person		1 8	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or	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 o Indirect Beneficial Ownership (Instr. 4)	
				Code V						
Reminder: Re	port on a separate line	e for each clas	ss of secu	urities bene	Perso inforr requi	ons who res nation con red to resp ays 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	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security				Disposed of (Instr. 3, 4, 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	06/10/2009	А		169.575		(2)	(2)	Common Stock	169.575	\$
Phantom Stock	<u>(1)</u>	06/10/2009	А		852.507		(2)	(2)	Common Stock	852.507	\$
Phantom Stock	<u>(1)</u>	06/10/2009	А		692		(2)	(2)	Common Stock	692	\$
Deferred Share Units	<u>(1)</u>	06/10/2009	А		52.201		(2)	(2)	Common Stock	52.201	4

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ROWE JOHN W 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Х						
Signatures							
/s/ Louisa K. Cresson, Attorney-in-Fact		06/12/2009					
<u>**</u> 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) Conversion rate is 1 for 1.
- (2) Not Applicable

Total of 18,091.641 Phantom Stock Units beneficially owned following reported transactions (5,415.184 Phantom Stock Units under
 (3) Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 12,676.457 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).

Total of 5,093.832 Restricted Share Units beneficially owned following reported transaction (14.485 Restricted Share Units under (4) Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 37.716 Restricted Share 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.