

SUNCOR ENERGY INC  
Form 6-K  
April 28, 2005

## FORM 6-K

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**Report of Foreign Private Issuer  
Pursuant to Rule 13a - 16 or 15d - 16 of  
the Securities Exchange Act of 1934**

**For the month of: April 2005**

**Commission File Number: 1-12384**

## SUNCOR ENERGY INC.

(Name of registrant)

**112 Fourth Avenue S.W.**

**P.O. Box 38**

**Calgary, Alberta**

**Canada, T2P 2V5**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F

Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the SEC pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

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Yes

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No

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If Yes is marked, indicate the number assigned to the registrant in connection with Rule 12g3-2(b):

N/A

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**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description of Exhibit</b>
<b>1</b>	<b>Amended and Restated Shareholder Rights Plan Agreement between Suncor Energy Inc. and Computershare Trust Company of Canada, dated as of April 28, 2005.</b>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**SUNCOR ENERGY INC.**

Date: April 28, 2005

By: JANICE B. ODEGAARD  
JANICE B. ODEGAARD  
Vice President, Associate  
General Counsel and  
Corporate Secretary