

MANESS JOEL H
Form 5
January 20, 2006

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MANESS JOEL H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Senior Vice President

(Last) (First) (Middle)

1735 MARKET STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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

6. Individual or Joint/Group Reporting (check applicable line)

PHILADELPHIA, PA 19103-7583

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|-------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock | 12/30/2005 | Â | G ⁽¹⁾ | 350 | D | \$ 0 (2) | 101,237 | D | Â |
| Common Stock | 12/30/2005 | Â | G ⁽³⁾ | 150 | D | \$ 0 (2) | 101,087 | D | Â |
| Common Stock ⁽⁴⁾ | 12/30/2005 | Â | J ⁽⁵⁾ | 693 | A | \$ 0 (6) | 4,901 | I | ESOP Trust |

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

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SEC 2270 (9-02)

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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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock ⁽⁴⁾ | 1 | 12/30/2005 | 1 | J ⁽⁸⁾ | 452 1 | 1/20/2006 1/20/2006 | Common Stock | 452 \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MANESS JOEL H 1735 MARKET STREET PHILADELPHIA, PA 19103-7583 | 1 | 1 | 1 Senior Vice President | 1 |

Signatures

John J. DiRocco, Jr., Attorney-in-fact for Joel H. Maness
Date: 01/20/2006

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).
- (4) On August 1, 2005, the common stock of Sunoco, Inc. split 2-for-1, resulting in a doubling of the shares beneficially owned (direct or indirect) by the reporting person.
- (3) Gift to 501(c)(3) tax-exempt entity on 12/19/2005. Reporting of transaction deferred to Form 5 for fiscal year 2005.
- (2) Not Applicable
- (1) Gift to 501(c)(3) tax-exempt entity on 12/19/05. Reporting of transaction deferred to Form 5 for fiscal year 2005.
- (8) Routine, periodic acquisition of share equivalents (having no voting rights, and payable only in cash) pursuant to the Sunoco, Inc. Savings Restoration Plan, in transactions exempt under Rule 16b-3.
- (6) Price ranged from \$72.70 to \$125.73 during fiscal year 2005. This information is supplied by the Plan Administrator for the Sunoco, Inc. Capital Accumulation Plan.
- (7) The conversion rate is 1 for 1.
- (5) Routine, periodic acquisition of share equivalents pursuant to the Sunoco, Inc. Capital Accumulation Plan in transactions exempt under Rule 16(b). This information is supplied by the Plan Administrator.

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