

SUNOCO INC

Form 4

December 08, 2006

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KURITZKES MICHAEL S

(Last) (First) (Middle)

1735 MARKET STREET

(Street)

PHILADELPHIA, PA 19103-7583

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior V.P. & General Counsel

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

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)
Common Stock	12/07/2006		M ⁽¹⁾	V Amount (A) or (D) Price 7,310 A \$ 41.28	25,479	D	
Common Stock	12/07/2006		M/K ⁽²⁾	33,490 A \$ 41.28	58,969	D	
Common Stock	12/07/2006		S	10,467 D \$ 67.94	48,502	D	
Common Stock	12/07/2006		F	25,466 D \$ 68.43	23,036	D	
Common Stock					5,711	I	ESOP Trust

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

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 68.43	12/06/2006		A ⁽³⁾		17,400		12/06/2008	12/06/2016	Common Stock	1
Stock Options (Right to buy)	\$ 41.28	12/07/2006		M ⁽¹⁾		7,310		12/01/2006	12/01/2014	Common Stock	2
Stock Options (Right to buy)	\$ 41.28	12/07/2006		M/K ⁽²⁾		33,490		12/01/2006	12/01/2014	Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KURITZKES MICHAEL S 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Senior V.P. & General Counsel

Signatures

John J. DiRocco, Jr., Attorney-in-fact for Michael Kuritzkes 12/08/2006

 **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).

Cash exercise of 7,310 stock options granted in 2004 at an option price of \$41.28 in compliance with Rule 16(b)3 under the Sunoco, Inc.

- (1) Long Term Performance Enhancement Plan II ("LTPEP II") for net of 7,310 shares of Sunoco, Inc. common stock issued to reporting person.

Exercise, via stock swap, of 33,490 stock options granted in 2004 at an option price of \$41.28 in compliance with Rule 16(b)3 under the

- (2) Sunoco, Inc. Long Term Performance Enhancement Plan II ("LTPEP II") for net of 8,024 shares of Sunoco, Inc. common stock issued to reporting person (20,202 shares swapped to pay option price, and 5,264 shares used for tax withholding obligation).

Stock options (rights to buy Sunoco, Inc. common stock) exercisable two years from the date of grant, pursuant to the Sunoco, Inc. Long

- (3) Term Performance Enhancement Plan II (LTPEP II), in a transaction exempt under Rule 16b-3. These stock options were granted with tandem appreciation rights (Limited Rights) that may be exercised for cash only in the event of a change in control of Sunoco, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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