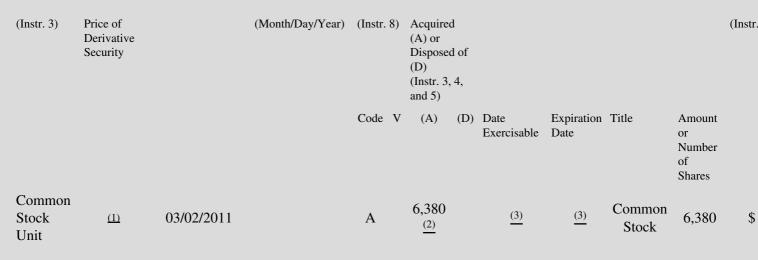
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Thomson Mich Form 4 March 04, 201										
							OMB A	OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					N OMB Number:	3235-0287				
Check this if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instruct 1(b).	Filed pur ue. Section 17(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							January 31, 2005 average irs per 0.5	
(Print or Type Rea	sponses)									
1. Name and Address of Reporting Person <u>*</u> Thomson Michael J			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) 03/02/2011			Director 10% Owner X Officer (give title 0ther (specify below) Senior V.P.				
PHILADELP	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						
(City)	(State)	(Zip)				a	Person			
1.Title of 2.	(State) Transaction Date Aonth/Day/Year)	2A. Deem	ed Date, if	3. Transactic Code (Instr. 8) Code V	4. Securi mAcquired Disposed (Instr. 3,	ties (A) or of (D)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	of, or Beneficia 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Reminder: Repor	t on a separate line	for each cl	ass of sec		ficially ow Perso inforr requi	ned directly ons who res nation con red to resp ays a curre		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	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secur

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Reporting Owners

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
Thomson Michael J 1735 MARKET STREET PHILADELPHIA, PA 19103-7583			Senior V.P.			
Signatures						
/s/ John J. DiRocco, Jr., Attorney-in-Fact		03/04/201	1			
**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.

Award of restricted common stock units pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan III in a transaction exempt under Rule 16b-3. These restricted common stock units vest ratably in increments of one-third at the end of each of three annual

- (2) exclusive rough the rough the rough the continuent of the cont
- (3) Not Applicable

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.