

ZELENY DENNIS
Form 4
January 22, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ZELENY DENNIS

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/20/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP and Chief HR Officer

PHILADELPHIA, PA 19103-7583
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Unit ⁽³⁾	<u>(1)</u>	01/20/2009	A	7,618					<u>(2)</u>	<u>(2)</u>	Common Stock	7,618
Stock Options (Right to Buy)	\$ 39.38	01/20/2009	A	23,900					01/20/2011 ⁽⁴⁾	01/20/2019	Common Stock	23,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZELENY DENNIS 1735 MARKET STREET PHILADELPHIA, PA 19103-7583			Sr. VP and Chief HR Officer	

Signatures

/s/ John J. DiRocco, Jr.,
Attorney-in-Fact

01/22/2009

__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

(3) Special one-time retention-based common stock units awarded in 2009 pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan II ("LTPEP II") in a transaction exempt under Rule 16b-3. Payout of these common stock units is contingent upon continued employment with the Company through January 20, 2012.

(4) Stock options (right to buy Sunoco, Inc. common stock) exercisable in one-third installments on the anniversary of the date of grant (i.e. the first installment exercisable on January 20, 2010, the second installment exercisable of January 20, 2011, and the remaining installment exercisable on January 20, 2012), pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan II "LTPEP II", in a transaction exempt under Rule 16b-3.

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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