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MacDonald	Brian P										
Form 4											
September (02, 2009										
FORM	Λ4		~ ~ ~ ~			~~~	~~~~~~~~~	-	PPROVAL		
	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287		
Check th								Expires:	January 31,		
if no lon subject t	~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~	MENT OF	F CHAN	IGES IN	BENEF	· ·	Expires: 2005 Estimated average				
Section									burden hours per		
Form 4 o Form 5		~			~ .			response			
obligatio	^						nge Act of 1934,				
may con				•	•	- ·	of 1935 or Secti	on			
See Inst	ruction	30(n)	of the I	ivestment	Compar	ny Act of 1	940				
1(b).											
(Print or Type	Responses)										
	Address of Reporting	Person <u>*</u>	2. Issue					hip of Reporting Person(s) to			
MacDonald	l Brian P		Symbol				Issuer				
			SUNO				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	of Earliest T	ransaction		(en	ek un applicadi	()		
			(Month/	Month/Day/Year) 98/31/2009			Director 10% Owner				
1735 MAR	KET STREET		08/31/2				Officer (give title Other (specify below) below)				
							· · · · · · · · · · · · · · · · · · ·	Chief Financial (Officer		
	(Street)		4. If Am	endment, D	ate Origina	ıl	6. Individual or	Joint/Group Fili	ng(Check		
				iled(Month/Day/Year)			Applicable Line)				
							X Form filed by				
PHILADEI	LPHIA, PA 1910	3					Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deeme	ed	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)		Code Disposed of (D)		Securities	Form: Direct	Indirect			
(Instr. 3)							Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership		
		(Monul/Da	ly/ I cal)	(Instr. 6)	(111511. 5, -	+ allu J)	Following	(I) (Instr. 4)	(Instr. 4)		
						(A)	Reported				
						or	Transaction(s)				
				Code V	Amount	(D) Price	(Instr. 3 and 4)				
Reminder: Re	port on a separate lin	e for each cla	ass of sec	urities bene	ficially ow	ned directly of	or indirectly.				

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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 of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A Disposed o (Instr. 3, 4, 5)	f (D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Stock Options (Right to Buy)	\$ 26.9	08/31/2009		A	108,100		08/31/2011 <u>(1)</u>	08/30/2019	Common Stock	108,
Share Units	(2)	08/31/2009		А	81,784 (3)		(4)	<u>(4)</u>	Common Stock	81,7

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MacDonald Brian P 1735 MARKET STREET PHILADELPHIA, PA 19103			SVP & Chief Financial Officer				
Signatures							
/s/ John J. DiRocco, Jr., Attorney-in-Fact	09/02/2009						
**Signature of Reporting Person		Dat	e				

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).

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 August 31, 2010, the second installment exercisable on August 31, 2011, and the remaining

- installment exercisable on August 31, 2012), pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan II "LTPEP II"), in a transaction exempt under Rule 16b-3.
- (2) Conversion rate is 1 for 1.

Special one-time award of restricted common stock units issued under the Sunoco, Inc. Long-Term Performance Enhancement Plan II
 (3) ("LTPEP II"), equal in value to approximately \$2,200,000 at the date of grant. This award will vest on the third anniversary of the date of grant and payout shall be contingent upon continued employment through the end of the vesting period.

(4) 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.