

GRECO ROSEMARIE B
Form 4
September 14, 2010

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 *
GRECO ROSEMARIE B

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)
09/10/2010

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 09/10/2010 | | J(1) | V Amount 727 (A) or (D) A Price \$ 34.879 | 11,492 | D | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Deferred Share Units | (2) | 09/10/2010 | | A | 56.021 | (3) (3) | Common Stock | 56.021 |
| Phantom Stock | (2) | 09/10/2010 | | A | 115.532 | (3) (3) | Common Stock | 115.532 |
| Phantom Stock | (2) | 09/10/2010 | | A | 242 | (3) (3) | Common Stock | 242 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRECO ROSEMARIE B 1735 MARKET STREET PHILADELPHIA, PA 19103-7583 | | X | | |

Signatures

/s/ John J. DiRocco, Jr.,
Attorney-in-Fact
**Signature of Reporting Person

09/14/2010
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) Granted pursuant to Rule 16b-3(d)(1).
- (2) Conversion rate is 1 for 1.
- (3) Not Applicable
- (4) Total of 27,198.696 Phantom Stock Units beneficially owned following reported transaction, under Sunoco, Inc.'s Directors' Deferred Compensation Plan II.
Total of 13,071.304 Restricted Share Units beneficially owned following reported transaction (9,249.624 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 3,821.680 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).
- (5) Total of 26,956.696 Phantom Stock Units beneficially owned following reported transaction (18,923.118 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 8,275.578 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).
- (6) Total of 26,956.696 Phantom Stock Units beneficially owned following reported transaction (18,923.118 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 8,275.578 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).

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.