

ZELENY DENNIS
Form 4
March 19, 2012

FORM 4

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

OMB APPROVAL

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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

(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)
1818 MARKET STREET, SUITE 1500

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2012

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

(Street)

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

PHILADELPHIA, PA 19103-7583

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/15/2012 | | M ⁽¹⁾ | | 708.405 | A | \$ 39.41 |
| Common Stock | 03/15/2012 | | D ⁽¹⁾ | | 708.405 | D | \$ 39.41 |
| | | | | | 7,683.405 | D | |
| | | | | | 6,975 | D | |

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

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SEC 1474 (9-02)

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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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Deferred Share Units | (2) | 03/15/2012 | | M | | 708.405 | (3) (3) | Common Stock | 708.405 (4) |
| Deferred Share Units | (2) | 03/15/2012 | | J(5) | | 11.53 | (3) (3) | Common Stock | 11.53 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZELENY DENNIS 1818 MARKET STREET SUITE 1500 PHILADELPHIA, PA 19103-7583 | | | Sr. VP and Chief HR Officer | |

Signatures

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

03/19/2012

**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).
- Settlement of deferred share units granted under the Sunoco, Inc. Executive Involuntary Deferred Compensation Plan (the "Plan"). Pursuant to applicable SEC reporting requirements, the settlement of the deferred share units for cash is reported on this Form 4 as
- (1) disposition of the deferred share units being settled in exchange for the acquisition of the underlying stock and a simultaneous disposition of the underlying stock to the issuer for cash.
 - (2) Conversion rate is 1 for 1.
 - (3) Not Applicable
 - (4) Settlement of 708.405 share units (first of three annual installments) for cash, pursuant to the Plan. Settlement of these deferred share units is reported on this Form 4 as a disposition of the deferred share units being settled in exchange for the acquisition of the underlying stock and a simultaneous disposition of the underlying stock to the issuer for cash. See Table I.
 - (5) Routine quarterly crediting of dividend equivalents in the form of additional share units in transaction exempt under Rule 16(b).

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.