## Edgar Filing: SUNOCO INC - Form 4

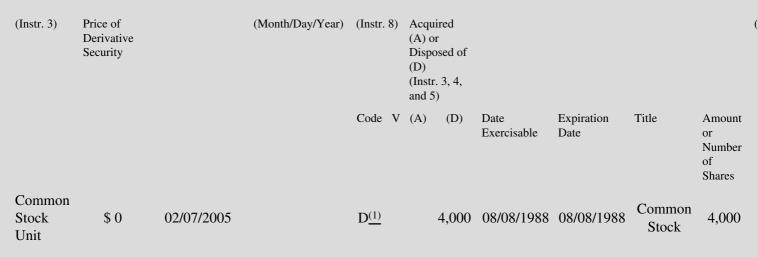
SUNOCO INC Form 4								
February 08, 2005								
								PPROVAL
Washing				TIES AND EXCHANGE COMMISSION ngton, D.C. 20549			N OMB Number:	3235-0287
Section 16. Form 4 or Form 5 Filed	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940				Estimated a burden hou response	irs per		
(Print or Type Responses)								
1. Name and Address of Reporting Person *       2. Issuer Name and         DINGUS MICHAEL H R       Symbol         SUNOCO INC [S				r Trading	5. Relationship o Issuer			
(Last) (First)	(Middle)		of Earliest T	-	ı	(Cho	eck all applicable	e)
1801 MARKET STREET		(Month/Day/Year) 02/07/2005			Director 10% Owner X_ Officer (give title Other (specify below) below) Senior Vice President			
Fil			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>		
PHILADELPHIA, PA 1	9103-1699					Person		
(City) (State)	(Zip)	Tal	ole I - Non-I	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of 2. Transaction Security (Month/Day/Y (Instr. 3)	any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or d of (D) 4 and 5) (A) or	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 Beneficial Ownership (Instr. 4)
		1 6	··· 1	··· 11				
Reminder: Report on a separat	te line for each c	lass of sec	urities bene	Perse infor requi	ons who res mation con ired to resp ays a curre	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Securities I
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>rs</b>	Director	10% Owner	Officer	Other		
DINGUS MICHAEL H R			Senior			
1801 MARKET STREET			Vice			
PHILADELPHIA, PA 19103-1699			President			
Signatures						
/s/ John J. DiRocco, Jr., Attorney-in-fact for		02/08/2005				

<u>\*\*</u>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 in transaction exempt under Rule 16(b)3 of common stock units granted on December 5, 2001 under the Sunoco, Inc. Long
   (1) Term Performance Enhancement Plan ("LTPEP"). Payout in cash of these common stock units was at 200 percent of original grant, and these common stock units provided for vesting upon issuer's common stock achieving a pre-determined market price per share.

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.