

GERRITY THOMAS P

Form 4/A

May 27, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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 \*  
GERRITY THOMAS P2. Issuer Name **and** Ticker or Trading  
Symbol  
SUNOCO INC [SUN]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

1801 MARKET STREET

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/05/2005☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
05/09/20056. Individual or Joint/Group Filing(Check  
Applicable Line)

PHILADELPHIA, PA 19103-1699

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 05/05/2005                              |                                                             | J <sup>(1)</sup>                     | V Amount (A) or (D) Price<br>407 <sup>(2)</sup> A \$<br>98.2               | 1,892 <sup>(3)</sup>                                                                                               | D                                                                    |                                                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly 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.**SEC 1474  
(9-02)**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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                     |                    |                 |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D)                                                                 | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Deferred<br>Share<br>Units                          | (4)                                                                   | 05/05/2005                              |                                                             | A                                       | (5)                                                                                                       | 275.416                                                        | (6)                                                                 | 08/08/1988          | 08/08/1988         | Common<br>Stock | 275.41                     |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships |           |         |       |
|-----------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                       | Director      | 10% Owner | Officer | Other |
| GERRITY THOMAS P<br>1801 MARKET STREET<br>PHILADELPHIA, PA 19103-1699 | X             |           |         |       |

## Signatures

John J. DiRocco, Jr., Attorney-in-fact for Thomas P. Gerrity

05/27/2005

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).
- (7) Total of 11,495,344 restricted share units beneficially owned following reported transaction.
- (5) Yearly election credit credited as Restricted Share Units acquired pursuant to the Sunoco, Inc. Directors' Deferred Compensation Plan, in transaction exempt under Rule 16b-3(d).
- (2) This amendment is being filed to correct the number of common shares granted pursuant to Rule 16b-3(d)(1). The correct number of common shares acquired is 407 shares at \$98.20 per share and not the previously reported 465 shares at \$98.56 per share.
- This amendment is being filed to correct the number of Restricted Share Units acquired pursuant to the Sunoco, Inc. Directors' Deferred Compensation Plan, in transaction exempt under Rule 16b-3(d). The correct number of restricted share units acquired is 275,416 and not the previously reported 220,333. The conversion rate is 1 for 1.
- (6) The conversion rate is 1 for 1.
- (1) Granted pursuant to Rule 16b-3(d)(1).
- (3) Total of 1,892 shares of Sunoco, Inc. common stock beneficially owned following reported transaction.

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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