

SUNCOR ENERGY INC  
Form 6-K  
March 03, 2011

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**FORM 6-K**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

For the month of: March 2011

Commission File Number: 1-12384

**SUNCOR ENERGY INC.**

(Name of registrant)

150 - 6<sup>th</sup> Avenue S.W.  
P.O. Box 2844  
Calgary, Alberta  
Canada, T2P 3E3

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F

Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the SEC pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes

No

If "Yes" is marked, indicate the number assigned to the registrant in connection with Rule 12g3-2(b): N/A

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**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description of Exhibit</b>  |
|----------------|--|
| <b>99.1</b>    | <b>Notice of Meeting, Invitation Letter to Shareholders and Management Proxy Circular, dated March 3, 2011</b> |
| <b>99.2</b>    | <b>Form of Proxy</b>   |
| <b>99.3</b>    | <b>NI 54-101 Return Card</b>   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**SUNCOR ENERGY INC.**

Date: March 3, 2011

By: "Shawn Poirier"

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SHAWN P. POIRIER  
Assistant Corporate Secretary

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