SUNOCO INC Form 4 November 07, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Rubin Bruce D

(City)

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading Symbol

SUNOCO INC [SUN]

(Last) (First)

1735 MARKET STREET

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 11/05/2008

Director X_ Officer (give title

Other (specify below)

10% Owner

(Check all applicable)

Vice President 6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line) _X_ 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

Issuer

below)

PHILADELPHIA, PA 19103

1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

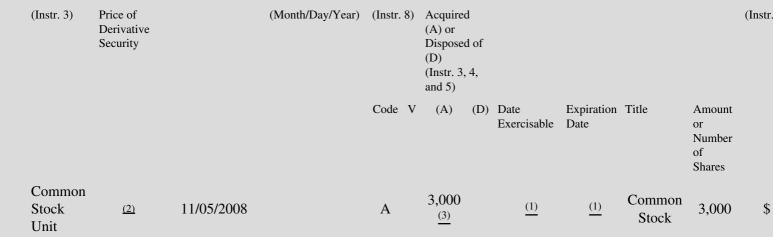
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Underlying Securities Deriv Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) Secur

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Rubin Bruce D 1735 MARKET STREET PHILADELPHIA, PA 19103

Vice President

Signatures

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

11/07/2008

**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).
- (1) Not Applicable
- (2) Conversion rate is 1 for 1.

This Form 4 is being filed to report the grant of a special one-time retention-based common stock units awarded in 2008 pursuant to the

(3) Sunoco, Inc. Long-Term Performance Enhancement Plan II ("LTPEP II") in transaction exempt under Rule 16b-3. Payout of these common stock units is contingent upon the continued employment of the respective recipient with the Company through November 5, 2011

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.

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