

SUNOCO INC  
Form FWP  
December 12, 2006

Filed Pursuant to Rule 433

Registration No. 333-40876

December 11, 2006

**PRICING TERM SHEET**

Issuer:	Sunoco, Inc.
Principal Amount:	\$400,000,000
Title of Securities:	5.750% Notes due 2017
Trade Date:	December 11, 2006
Original Issue Date (Settlement Date):	December 14, 2006
Maturity Date:	January 15, 2017
Yield to Maturity:	5.798%
Spread to Benchmark Treasury:	128 basis points
Benchmark Treasury:	4.625% due November 15, 2016
Benchmark Treasury Price and Yield:	100-27 /4.518 %
Public Offering Price (Issue Price):	99.629%
Interest Rate:	5.750% per annum
Interest Payment Dates:	January 15 and July 15, commencing July 15, 2007
Redemption Provision:	Make-whole call at the Treasury Rate plus 25 basis points
Anticipated Ratings:	Baa2/BBB/BBB (Moody s/S&P/Fitch)
CUSIP/ISIN:	86764P AD 1 / US86764PAD15
Joint Book-Running Managers:	Citigroup Global Markets Inc. J.P. Morgan Securities Inc.
Senior Co-Managers:	Barclays Capital Inc., Banc of America Securities LLC, Lazard Capital Markets LLC
Co-Managers:	Calyon Securities (USA) Inc., Credit Suisse Securities (USA) LLC, Greenwich Capital Markets Inc., KeyBanc Capital Markets, a division of McDonald Investments Inc., Lehman Brothers Inc., Mellon Financial Markets, LLC, PNC Capital Markets, Inc., Piper Jaffray & Co., Scotia Capital (USA) Inc., SunTrust Capital Markets, Inc., UBS Securities LLC, Wachovia Capital Markets, LLC

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling (i) Citigroup Global Markets Inc. at 1-888-858-5407 or (ii) J.P. Morgan Securities Inc. at 1-212-834-4533.**

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