

SUNOCO INC
Form 4
August 05, 2005

FORM 4

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

OMB APPROVAL

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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 *
MANESS JOEL H

(Last) (First) (Middle)
1735 MARKET STREET
(Street)

PHILADELPHIA, PA 19103-7583

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUNOCO INC [SUN]

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount or Price (A) or (D)		
Common Stock	08/05/2005 ⁽¹⁾		J ⁽¹⁾		64,432 A \$ 64.05	D	
Common Stock	08/05/2005		S		20,000 D \$ 64	D	
Common Stock	08/05/2005 ⁽¹⁾		J ⁽¹⁾		2,780 A \$ 64.05	I	ESOP Trust

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

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number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock Unit	(2)	08/05/2005 ⁽¹⁾		J ⁽¹⁾	9,400	08/08/1988 08/08/1988	Common Stock 9,400
Phantom Stock Units	(2)	08/05/2005 ⁽¹⁾		J ⁽¹⁾	1,927	08/08/1988 08/08/1988	Common Stock 1,927
Stock Options (Right to buy)	\$ 24.51	08/05/2005 ⁽¹⁾		J ⁽¹⁾	29,800	12/03/2005 12/03/2013	Common Stock 29,800
Stock Options (Right to buy)	\$ 41.28	08/05/2005 ⁽¹⁾		J ⁽¹⁾	32,800	12/01/2006 12/01/2014	Common Stock 32,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANESS JOEL H 1735 MARKET STREET PHILADELPHIA, PA 19103-7583			Senior Vice President	

Signatures

John J. DiRocco, Jr., Attorney-in-fact for Joel H. Maness	08/05/2005
**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).

(2) The conversion rate is 1 for 1.

(3) Total of 18,800 common stock units beneficially owned following reported transaction.

Reported item does not involve any acquisition or disposition of securities by the reporting person on the date shown, but merely reflects the 2-for-1 split of Sunoco, Inc.'s Common Stock, effectuated on August 1, 2005. This stock split resulted in a doubling of the shares of

(1) Sunoco Common Stock, and related derivative securities, previously reported as being beneficially owned by the reporting person. Also, as a result of the split, the trading price of Sunoco Common Stock, and the exercise or conversion price of related derivative securities was effectively halved.

(6) Total of 65,600 stock options beneficially owned following reported transaction.

(5) Total of 59,600 stock options beneficially owned following reported transaction.

(4) Total of 3,706 phantom stock units 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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