

Hennigan Michael J
 Form 3/A
 March 24, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol |
| Hennigan Michael J | | | (Month/Day/Year) | SUNOCO INC [SUN] |
| (Last) | (First) | (Middle) | 02/02/2006 | 4. Relationship of Reporting Person(s) to Issuer |
| 1735 MARKET STREET | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | | 02/06/2006 |
| PHILADELPHIA, PA 19103-7583 | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

(Check all applicable)

Director 10% Owner

Officer Other (give title below) (specify below)

Senior Vice President

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 2,682 | I | By Spouse ⁽¹⁾ |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(I)
(Instr. 5)

Common Stock Unit ⁽²⁾ ⁽⁴⁾ ⁽⁴⁾ Common Stock 6,000 \$ ⁽³⁾ D ⁽⁴⁾

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|----------------|----------------|--------------------------------------|----------------|
| | Director | 10% Owner | Officer | Other |
| Hennigan Michael J 1735 MARKET STREET PHILADELPHIA, PA 19103-7583 | ⁽⁴⁾ | ⁽⁴⁾ | ⁽⁴⁾ Senior Vice President | ⁽⁴⁾ |

Signatures

John J. DiRocco, Jr., Attorney-in-fact for Michael J. Hennigan

03/24/2006

⁽⁴⁾Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (4) Not Applicable
- (3) Conversion rate is 1 for 1.
- (1) This amendment is being filed to correct the ownership form of 2,682 common shares from direct ownership to indirect ownership by spouse.
This Form 3 is being filed to report a grant of special common stock units awarded in 2004 pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan II (LTPEP II) in a transaction exempt under Rule 16b-3. Payout of these common stock units is contingent upon the Company's attainment of certain performance levels over a three year period from January 1, 2005 through December 31, 2007. This award was not previously reported.
- (2)

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.