

FAIRBAIRN URSULA F
Form 4
September 13, 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 *
FAIRBAIRN URSULA F

(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)
09/09/2005

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)

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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(9-02)

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)				
Deferred Share Units	(1)	09/09/2005	A(2)	14.137	08/08/1988	08/08/1988	Common Stock	14.137
Phantom Stock Units	(1)	09/09/2005	A(4)	29.947	08/08/1988	08/08/1988	Common Stock	29.947

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAIRBAIRN URSULA F 1735 MARKET STREET PHILADELPHIA, PA 19103-7583			X	

Signatures

John J. DiRocco, Jr., Attorney-in-fact for Ursula F. Fairbairn
 09/13/2005
 **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) Dividend equivalents credited as restricted share units acquired pursuant to the Sunoco, Inc. Directors' Deferred Compensation Plan, in transaction exempt under Rule 16b-3(d).
- (4) Crediting of share units representing voluntary deferred compensation pursuant to the Sunoco, Inc. Directors Deferred Compensation Plan, in transactions exempt under Rule 16b-3(d).
 Total of 5,091.847 Restricted Share Units beneficially owned following reported transaction. Reported item 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 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.
- (3) 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.
 Total of 10,786.329 Phantom Stock Units beneficially owned following reported transaction. Reported item 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 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.
- (5) 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.
- (1) The conversion rate is 1 for 1.

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.