

FISCHER BRUCE G  
Form 4  
December 12, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
FISCHER BRUCE G

(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)  
12/08/2005

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  | (A) or (D)   | Price   |        |   |            |
| Common Stock                    | 12/08/2005                           |  | M/K                            |   | 48,000  | A  | \$ 24.51  | 78,898 | D |            |
| Common Stock                    | 12/08/2005                           |  | S                              |   | 6,000   | D  | \$ 83   | 72,898 | D |            |
| Common Stock                    | 12/08/2005                           |  | S                              |   | 4,247   | D  | \$ 83.25  | 68,651 | D |            |
| Common Stock                    | 12/08/2005                           |  | F                              |   | 27,506  | D  | \$ 83.65  | 41,145 | D |            |
| Common Stock                    |                                      |  |                                |   |   |  |   | 6,728  | I | ESOP Trust |

## Edgar Filing: FISCHER BRUCE G - Form 4

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

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information contained in this form are not  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|---|--|--|---|-------------------------------------|
| Stock<br>Options<br>(Right to<br>buy)               | \$ 24.51   | 12/08/2005                              |   | M/K <sup>(1)</sup>                      | 48,000   | 12/03/2005 12/03/2013  | Common<br>Stock   | 48,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| FISCHER BRUCE G<br>1735 MARKET STREET<br>PHILADELPHIA, PA 19103-7583 |               |           | Senior<br>Vice<br>President |       |

## Signatures

John J. DiRocco, Jr., Attorney-in-fact for Bruce G.  
Fischer 12/12/2005

\_\_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).

Exercise, via stock swap, of 48,000 stock options granted in 2003 at an option price of \$24.51 in compliance with Rule 16(b)3 under the

(1) Sunoco, Inc. Long Term Performance Enhancement Plan II ("LTPEP II") for net of 20,494 shares of Sunoco, Inc. common stock issued to reporting person (14,064 shares swapped to pay option price, and 13,442 shares used for tax withholding obligation).

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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