SUNOCO INC Form 4

December 08, 2006

Check this box

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB 3235-0287 Number: January 31,

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

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Form 4 or Form 5 obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person ** KURITZKES MICHAEL S			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Enternal application)		
1735 MARKET STREET		Γ	(Month/Day/Year) 12/06/2006	Director 10% Owner _X Officer (give title Other (specify below) Senior V.P. & General Counsel		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
PHILADELPHIA, PA 19103-7583			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) 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) (A) or		Securities O Beneficially Fe Owned D Following or Reported (I Transaction(s) (I	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	12/07/2006		M(1)	7,310	A	\$ 41.28	25,479	D	
Common Stock	12/07/2006		M/K(2)	33,490	A	\$ 41.28	58,969	D	
Common Stock	12/07/2006		S	10,467	D	\$ 67.94	48,502	D	
Common Stock	12/07/2006		F	25,466	D	\$ 68.43	23,036	D	
Common Stock							5,711	I	ESOP Trust

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

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SEC 1474 (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 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 Am Underlying Sect (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A on N of
Stock Options (Right to buy)	\$ 68.43	12/06/2006		A(3)	17,400		12/06/2008	12/06/2016	Common Stock	1
Stock Options (Right to buy)	\$ 41.28	12/07/2006		M <u>(1)</u>		7,310	12/01/2006	12/01/2014	Common Stock	
Stock Options (Right to buy)	\$ 41.28	12/07/2006		M/K ⁽²⁾		33,490	12/01/2006	12/01/2014	Common Stock	3

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
KURITZKES MICHAEL S			Senior V.P.					
1735 MARKET STREET			& General					
PHILADELPHIA, PA 19103-7583			Counsel					
Signatures								
John J. DiRocco, Jr., Attorney-in-fact for Kuritzkes	Michael	12/	/08/2006					

Reporting Owners 2

Date

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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).
- Cash exercise of 7,310 stock options granted in 2004 at an option price of \$41.28 in compliance with Rule 16(b)3 under the Sunoco, Inc.
- (1) Long Term Performance Enhancement Plan II ("LTPEP II") for net of 7,310 shares of Sunoco, Inc. common stock issued to reporting person.
- Exercise, via stock swap, of 33,490 stock options granted in 2004 at an option price of \$41.28 in compliance with Rule 16(b)3 under the (2) Sunoco, Inc. Long Term Performance Enhancement Plan II ("LTPEP II") for net of 8,024 shares of Sunoco, Inc. common stock issued to reporting person (20,202 shares swapped to pay option price, and 5,264 shares used for tax withholding obligation).
- Stock options (rights to buy Sunoco, Inc. common stock) exercisable two years from the date of grant, pursuant to the Sunoco, Inc. Long

 (3) Term Performance Enhancement Plan II (LTPEP II), in a transaction exempt under Rule 16b-3. These stock options were granted with tandem appreciation rights (Limited Rights) that may be exercised for cash only in the event of a change in control of Sunoco, Inc.

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.