Edgar Filing: FAIRBAIRN URSULA F - Form 4

FAIRBAIRN U Form 4	JRSULA F												
December 10, 2	2007												
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL				
	UNITED		SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-	0287		
Check this b if no longer subject to Section 16. Form 4 or										Estimated burden hou	Expires: 20 Estimated average burden hours per response		
Form 5 obligations may continu See Instructi 1(b). (Print or Type Res	e. Section 17(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											
(Thit of Type Res	ponses)												
1. Name and Address of Reporting Person <u>*</u> FAIRBAIRN URSULA F			2. Issuer Name and Ticker or Trading Symbol					ng	5. Relationship of Reporting Person(s) to Issuer				
		SUNOCO INC [SUN]						(Check all applicable)					
(Last) 1735 MARKE	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2007					XDirector10% Owner Officer (give titleOther (specify below)below)						
		4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 						
PHILADELPH	HIA, PA 19103	8-7583							Person	More than One K	eporung		
(City)	(State)	(Zip)	Tab	ole I - No	on-I	Derivative	e Secur	ities A	cquired, Disposed of	of, or Beneficia	lly Owne	d	
(Instr. 3) any		Execution	Date, if	Code Disposed of (D) ar) (Instr. 8) (Instr. 3, 4 and 5) (A) or				i)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	al ip	
	. 1	C 1 1	c					Price	· · · .1				
Reminder: Report	on a separate line	or each cl	ass of sec	urities be	enef	Perso infor requi	ons wh mation red to	no res i cont respo	or indirectly. spond to the collectained in this form ond unless the for ntly valid OMB col	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(Inst

number.

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	Derivative Security				or Dispose (D) (Instr. 3, 4 and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Share Units	<u>(1)</u>	12/07/2007	А		29.41		(2)	(2)	Common Stock	29.41	\$ 6
Phantom Stock Units	<u>(1)</u>	12/07/2007	А		56.536		(2)	(2)	Common Stock	56.536	\$ 6

Reporting Owners

Relationships								
07								
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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).
- (2) Not Applicable
- (1) Conversion rate is 1 for 1.
- Total of 13,531.332 Phantom Stock Units beneficially owned following reported transaction (43.168 Phantom Stock Units under Sunoco,
- (4) Inc.'s Directors' Deferred Compensation Plan I and 13.368 Phanton Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).

Total of 7,039.081 Restricted Share Units beneficially owned following reported transaction (19.558 Restricted Share Units under
 (3) Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 9.852 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).

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.