

Ainsworth Anne-Marie
 Form 4
 December 03, 2009

FORM 4

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

OMB APPROVAL

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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 *
 Ainsworth Anne-Marie

(Last) (First) (Middle)
 1735 MARKET STREET, SUITE LL
 (Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 SUNOCO INC [SUN]

3. Date of Earliest Transaction (Month/Day/Year)
 12/02/2009

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial 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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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Common Stock Unit ⁽¹⁾	<u>(2)</u>	12/02/2009	A	9,760		<u>(3)</u>	<u>(3)</u>	Common Stock	9,760
Stock Options (Right to Buy)	\$ 25.62	12/02/2009	A	34,600		12/02/2010 ⁽⁴⁾	12/03/2019	Common Stock	34,600
Common Stock Unit ⁽⁵⁾	<u>(2)</u>	12/02/2009	A	58,550		<u>(3)</u>	<u>(3)</u>	Common Stock	58,550

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ainsworth Anne-Marie 1735 MARKET STREET SUITE LL PHILADELPHIA, PA 19103			Senior Vice President	

Signatures

/s/ John J. DiRocco, Jr., Attorney-in-Fact	12/03/2009
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).

This Form 4 is being filed to report a special one-time award of restricted common stock units awarded in 2009 pursuant to the Sunoco,

(1) 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 continued employment of the respective recipient with the Company through December 3, 2012.

(2) Conversion rate is 1 for 1.

(3) Not Applicable

(4) Stock options (right to buy Sunoco, Inc. common stock) exercisable in one-third installments on the anniversary of the date of grant (i.e. the first installment exercisable on December 2, 2010, the second installment exercisable of December 2, 2011, and the remaining installment exercisable on December 2, 2012), pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan II "LTPEP II"), in a transaction exempt under Rule 16b-3.

(5) Special one-time restricted common stock units awarded in 2009 pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan ("LTPEP II") in a transaction exempt under Rule 16b-3. Payout of these common stock units is contingent upon the continued

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employment of the respective recipient with the Company through the day before the vesting date of each installment on the anniversary date of grant as follows: December 2, 2014 (5th anniversary) = 55% vested; December 2, 2015 (6th anniversary) = 9% vested; December 2, 2016 (7th anniversary) = 9% vested; December 2, 2017 (8th anniversary) = 9% vested; December 2, 2018 (9th anniversary) = 9% vested; and December 2, 2019 (10th anniversary) = 9% vested.

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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