Edgar Filing: ROWE JOHN W - Form 4

ROWE JOHN W Form 4										
FORM 4	•		GEOU						PPROVAL	
	UNITED	SIAIES		shington			COMMISSIO	N OMB Number:	3235-0287	
Check this bo if no longer subject to Section 16. Form 4 or	STATEN	EMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: January 31, 2005 Estimated average burden hours per response 0.5	
Form 5 obligations may continue <i>See</i> Instructio 1(b).	Section 17((a) of the H	Public U	tility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940			
(Print or Type Resp	onses)									
1. Name and Address of Reporting Person <u>*</u> ROWE JOHN W			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) 1735 MARKET STREET			3. Date of Earliest Transaction (Month/Day/Year) 12/19/2008			Officer (give title Other (specify below) below)				
PHILADELPH	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 Person						
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	ransaction Date nth/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)	
Reminder: Report o	n a separate line	e for each cla	ass of sect		ficially own Perso inforn requir	ned directly on ns who rest nation cont red to respo rys a curren	or indirectly. pond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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Derivative Security				Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(1)	12/19/2008	А		748.741		(2)	(2)	Common Stock	748.741

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
ROWE JOHN W								
1735 MARKET STREET	Х							
PHILADELPHIA, PA 19103-7583								
Signatures								
/s/ Louisa K. Cresson, Attorney-in-Fact		12/22/2008						
**Signature of Reporting Person		Date						
Evaluation of Deen								

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).

(1) Conversion rate is 1 for 1.

(2) Not Applicable

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.