

FISCHER BRUCE G  
Form 4  
December 12, 2005

**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 \*  
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  |
| Common Stock                    | 12/08/2005                           |  | S                              |   | 6,000   | D  | \$ 83   |
| Common Stock                    | 12/08/2005                           |  | S                              |   | 4,247   | D  | \$ 83.25  |
| Common Stock                    | 12/08/2005                           |  | F                              |   | 27,506  | D  | \$ 83.65  |
| Common Stock                    |                                      |  |                                |   |   |  | 6,728   |
|                                 |                                      |  |                                |   |   | 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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 7 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities. Includes entry for Stock Options (Right to buy) with price \$24.51 and date 12/08/2005.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Relationship categories include Director, 10% Owner, Officer, Other. Lists FISCHER BRUCE G as Senior Vice President.

Signatures

John J. DiRocco, Jr., Attorney-in-fact for Bruce G. Fischer, 12/12/2005. Includes legend: \*\*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. 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.