Edgar Filing: FAIRBAIRN URSULA F - Form 4

FAIRBAIRN UR	SULA F										
Form 4 December 21, 20	06										
FORM 4									PPROVAL		
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations	F CHAN	NGES IN SECUI	Expires: Estimated burden hou response	urs per							
obligations may continue.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).(b).											
(Print or Type Respo	nses)										
1. Name and Address of Reporting Person <u>*</u> FAIRBAIRN URSULA F			Symbol	er Name an		r Trading	5. Relationship of Reporting Person(s) to Issuer				
				CO INC [_		(Che	e)			
(Last) (First) (Middle) 1735 MARKET STREET			3. Date of Earliest Transaction (Month/Day/Year) 12/19/2006			_X_Director10% 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 				
PHILADELPHI	PHILADELPHIA, PA 19103-7583										
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivativo	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	ansaction Date hth/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or d of (D) 4 and 5) (A) or	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 or	n a separate line	e for each cla	ass of sec	urities bene	•	•	•				
					infor requi	mation con red to resp ays a curre	spond to the colle tained 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	TransactionDerivative		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 Units	<u>(1)</u>	12/19/2006	A <u>(2)</u>		523.308		<u>(3)</u>	<u>(3)</u>	Common Stock	523.308 \$

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
FAIRBAIRN URSULA F 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Х								
Signatures									
Louisa K. Cresson, Attorney-in-fact Fairbairn		12/21/20	06						
**Signature of Reporting Per			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).
- (2) Crediting of share units representing voluntary deferred compensation pursuant to the Sunoco, Inc. Directors Deferred Compensation Plan II, in transactions exempt under Rule 16b-3(d).
- (3) Not Applicable
- (1) Conversion rate is 1 for 1.
- (4) Total of 13,326.192 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II, beneficially owned following reported transaction.

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.