

GRECO ROSEMARIE B  
Form 4  
December 14, 2010

**FORM 4**

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

OMB APPROVAL

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**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 \*  
GRECO ROSEMARIE B

(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)  
12/10/2010

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)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/10/2010		J(1)	633 A \$ 40.007	12,125	D	

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)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Share Units	<u>(2)</u>	12/10/2010		A	49.009	<u>(3)</u>	<u>(3)</u>	Common Stock	49.009
Phantom Stock	<u>(2)</u>	12/10/2010		A	101.977	<u>(3)</u>	<u>(3)</u>	Common Stock	101.977
Phantom Stock	<u>(2)</u>	12/10/2010		A	211	<u>(3)</u>	<u>(3)</u>	Common Stock	211

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRECO ROSEMARIE B 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	X			

**Signatures**

/s/ John J. DiRocco, Jr.,  
Attorney-in-Fact  
\*\*Signature of Reporting Person

12/14/2010  
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).
- (1) Granted pursuant to Rule 16b-3(d)(1).
- (2) Conversion rate is 1 for 1.
- (3) Not Applicable
- (4) Total of 13,120.313 Restricted Share Units beneficially owned following reported transaction (34.680 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 14.329 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).
- (5) Total of 27,300.673 Phantom Stock Units beneficially owned following reported transaction (70.949 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 31.028 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).
- (6) Total of 27,511.673 Phantom Stock Units beneficially owned following reported transaction, granted 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.