

SUNOCO INC  
 Form FWP  
 March 26, 2009

Filed Pursuant to Rule 433

Registration No. 333-155169

**PRICING TERM SHEET**

Issuer:	Sunoco, Inc.
Principal Amount:	\$250,000,000
Title of Securities:	9.625% Notes due April 15, 2015
Trade Date:	March 26, 2009
Original Issue Date (Settlement Date):	March 31, 2009 (T + 3)
Maturity Date:	April 15, 2015
Yield to Maturity:	9.750%
Spread to Benchmark Treasury:	+800.3 basis points
Benchmark Treasury:	1.875% due February 28, 2014
Benchmark Treasury Price:	100 19 1/4
Benchmark Treasury Yield:	1.747 %
Public Offering Price:	99.429 %
Coupon:	9.625%
Interest Payment Dates:	Semiannually on April 15 and October 15, commencing on October 15, 2009
Redemption Provision:	Make-whole call at the Treasury Rate plus 50 basis points
Anticipated Ratings:	Baa2/BBB/BBB (Moody s/S&P/Fitch)
CUSIP/ISIN:	86764P AE9 / US86764PAE97
Joint Book-Running Managers:	Barclays Capital Inc. Credit Suisse Securities (USA) LLC J.P. Morgan Securities Inc.
Senior Co-Managers:	Banc of America Securities LLC Citigroup Global Markets Inc. Greenwich Capital Markets, Inc. KeyBanc Capital Markets Inc. Mitsubishi UFJ Securities (USA), Inc. PNC Capital Markets LLC UBS Securities LLC Wachovia Capital Markets, LLC
Co-Managers:	BNY Mellon Capital Markets, LLC Calyon Securities (USA) Inc. Mizuho Securities USA Inc. Scotia Capital (USA) Inc. SunTrust Robinson Humphrey, Inc. The Williams Capital Group, L.P. U.S. Bancorp Investments, Inc.

**Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling (i) Barclays Capital Inc. toll-free at 1-888-227-2275 (ext. 2663), (ii) Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037 or (iii) J.P. Morgan Securities Inc. collect at 1-212-834-4533.**

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