

HOFMANN THOMAS W
 Form 4
 December 14, 2004

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 *
HOFMANN THOMAS W

(Last) (First) (Middle)
 1801 MARKET STREET
 (Street)

PHILADELPHIA, PA 19103-1699

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUNOCO INC [SUN]

3. Date of Earliest Transaction (Month/Day/Year)
 12/13/2004

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)
 Sr. V.P. & Chief Fin. Officer

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	12/13/2004		M ⁽¹⁾	40,000 A \$ 30.15	68,641	D	
Common Stock	12/13/2004		S	32,000 D \$ 80.8689	36,641	D	
Common Stock	12/13/2004		I ⁽²⁾	4,467.061 D \$ 81.29	6,930.939	I	ESOP Trust
Common Stock	12/13/2004		J ⁽³⁾	164.887 A \$ 0 ⁽⁴⁾	7,095.826	I	ESOP Trust
Common Stock	12/13/2004		I ⁽⁵⁾	7,095.826 D \$ 81.29	0	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)

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)	Amount or Number of Shares
Stock Options (Right to buy)	\$ 30.15	12/13/2004		M ⁽¹⁾	40,000	12/04/2004 12/04/2012	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOFMANN THOMAS W 1801 MARKET STREET PHILADELPHIA, PA 19103-1699			Sr. V.P. & Chief Fin. Officer	

Signatures

/s/ Louisa K. Cresson,
Attorney-in-fact for

12/14/2004

**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).
- (1) Cash exercise of 40,000 stock options granted in 2002 at an option price of \$30.15 in compliance with Rule 16(b)3 under the Sunoco, Inc. Long Term Performance Enhancement Plan II ("LTPEP II") for net of 40,000 shares of Sunoco, Inc. common stock issued to reporting person.
 - (2) Disposition of 4,467.061 share equivalents from the Sunoco, Inc. Common Stock Fund in the Sunoco, Inc. Capital Accumulation Plan ("SunCAP"), pursuant to discretionary transaction exempt under Rule 16b-3(f).
 - (3) Routine, periodic acquisition of share equivalents pursuant to the Sunoco, Inc. Capital Accumulation Plan in transaction exempt under Rule 16(b). This information is supplied by the Plan Administrator.

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- (4) Price ranged from \$55.45 to \$82.56 during 2004 year-to-date. This information is supplied by the Plan Administrator for the Sunoco, Inc. Capital Accumulation Plan ("SunCAP").
- (5) Disposition of 7,095.826 share equivalents from the Sunoco, Inc. ESOP Fund in the Sunoco, Inc. Capital Accumulation Plan, pursuant to discretionary transaction exempt under Rule 16b-3(f).

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.