

SUNOCO INC
Form 4
February 14, 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 *
DARNALL ROBERT J

(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)
02/11/2005

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)

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. Code | 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) |
|---------------------------------|--------------------------------------|--|------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 02/11/2005 | | M ⁽¹⁾ | 1,580 A \$ 36.4 | 3,580 | D | |
| Common Stock | 02/11/2005 | | M ⁽²⁾ | 1,666 A \$ 35.24 | 5,246 | D | |
| Common Stock | 02/11/2005 | | F | 1,227 D \$ 94.7 | 4,019 | D | |
| Common Stock | 02/11/2005 | | S | 1,900 D \$ 95.21 | 2,119 | D | |
| Common Stock | 02/11/2005 | | S | 119 D \$ 95.28 | 2,000 | D | |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to buy) | \$ 35.24 | 02/11/2005 | | M ⁽²⁾ | 1,666 | 05/02/2004 05/02/2012 | Common Stock | 1,666 |
| Stock Options (Right to buy) | \$ 36.4 | 02/11/2005 | | M ⁽¹⁾ | 1,580 | 05/04/2003 05/04/2011 | Common Stock | 1,580 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DARNALL ROBERT J 1801 MARKET STREET PHILADELPHIA, PA 19103-1699 | X | | | |

Signatures

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

02/14/2005
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)

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Exercise, via stock swap, of 1,580 stock options granted in 2001 at an option price of \$36.40 in compliance with Rule 16(b)3 under the Sunoco, Inc. Long Term Performance Enhancement Plan II ("LTPEPII") for a net of 973 shares of Sunoco, Inc. common stock issued to reporting person (607 shares swapped to pay option price).

- (2) Exercise, via stock swap, of 1,666 stock options granted in 2002 at an option price of \$35.24 in compliance with Rule 16(b)3 under the Sunoco, Inc. Long Term Performance Enhancement Plan II ("LTPEPII") for a net of 1,046 shares of Sunoco, Inc. common stock issued to reporting person (620 shares swapped to pay option price).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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