SUNOCO INC Form 4/A December 07, 2007

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

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

2. Issuer Name and Ticker or Trading

SUNOCO INC [SUN]

(Month/Day/Year)

Filed(Month/Day/Year)

3.

12/05/2007

12/07/2007

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * KROTT JOSEPH P

(First)

(Middle)

1735 MARKET STREET

(Street)

PHILADELPHIA, PA 19103-7583

(City) (State)

(Zip)

1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Security (Instr. 3)

(Month/Day/Year)

Execution Date, if TransactionAcquired (A) or Code

Symbol

(Instr. 8)

Disposed of (D)

(Instr. 3, 4 and 5)

4. Securities

Following Reported (A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of

information contained in this form are not required to respond unless the form displays a currently valid OMB control

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Price (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

6. Ownership

Form: Direct

(D) or Indirect Beneficial

X Form filed by One Reporting Person

(I)

(Instr. 4)

(Check all applicable)

below) Comptroller

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Director

Applicable Line)

X_ Officer (give title

Estimated average

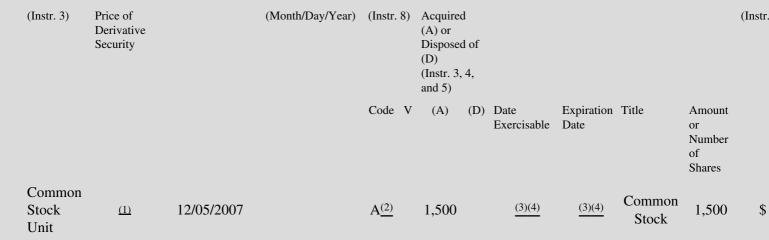
burden hours per

Underlying Securities

Deriv

Secur

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KROTT JOSEPH P 1735 MARKET STREET PHILADELPHIA, PA 19103-7583

Comptroller

Signatures

John J. DiRocco, Jr., Attorney-in-fact for Joseph P. Krott

12/07/2007

**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).

Special one-time retention-based common stock units awarded in 2007 pursuant to the Sunoco, Inc. Long-Term Performance

- (2) Enhancement Plan II ("LTPEP II") in a transaction exempt under Rule 16b-3. Payout of these common stock units is contingent only upon the continued employment of the respective recipient with the Company through December 5, 2010.
- (4) Not Applicable
- (3) Erroneously reported as Share Units instead of Common Stock Units and the reporting of Exercisable/Expiration Dates are not applicable.
- (1) Conversion rate is 1 for 1.

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.

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