#### **GERRITY THOMAS P**

Form 4

December 11, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

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Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **GERRITY THOMAS P** 

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

SUNOCO INC [SUN]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year)

12/10/2009

X\_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

below)

1735 MARKET STREET

4. If Amendment, Date Original

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

(Street)

Filed(Month/Day/Year)

PHILADELPHIA, PA 19103-7583

(State)

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

1.Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Middle)

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

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SEC 1474 (9-02)

(Instr. 4)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr 3)	Price of		(Month/Day/Year)	(Instr 8)	Acquired (A) or		

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	Derivative Security			Disposed o (Instr. 3, 4, 5)						
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	12/10/2009	A	23.019		(2)	(2)	Common Stock	23.019	\$
Phantom Stock	<u>(1)</u>	12/10/2009	A	1,314		(2)	(2)	Common Stock	1,314	\$
Deferred Share Units	(1)	12/10/2009	A	331.776		(2)	(2)	Common Stock	331.776	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 6	Director	10% Owner	Officer	Other		
GERRITY THOMAS P 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	X					

## **Signatures**

/s/ Louisa K. Cresson, Attorney-in-Fact

\*\*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) Conversion rate is 1 for 1.
- (2) Not Applicable
- (3) Total of 3,307.836 Phantom Stock Units beneficially owned following reported transaction under Sunoco, Inc.'s Directors' Deferred Compensation Plan II.
- Total of 28,737.287 Restricted Share Units beneficially owned following reported transaction. (24,971.892 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 3,765.395 Restricted Share Units 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.

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