ZELENY DENNIS Form 4/A March 13, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5
obligations
may continue.

See Instruction

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(b).

1. Name and Ad ZELENY DE	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(5			
1818 MARK 1500	ET STREE	T, SUITE	(Month/Day/Year) 01/24/2012	Director 10% Owner _X_ Officer (give title Other (specify below) Sr. VP and Chief HR Officer			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year) 03/05/2012	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PHILADELPHIA, PA 19103-7583			••••	Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned			

• • • • • • • • • • • • • • • • • • • •		17 Table	1 - Non-De	erivative S	ecuri	ues Acc	quirea, Disposea (oi, or Beneficial	ny Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)		3. Transactio					6. Ownership Form: Direct		
(Instr. 3)	(any		* ` ´			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		Ì	
Common Stock	01/24/2012		F(1)	2,897	D		5,455	D		
Common Stock	01/24/2012		M	7,618	A	\$ 37	13,073	D		

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

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SEC 1474

(9-02)

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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)	Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date		Title and Amount of nderlying Securities nstr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Unit (2)	(3)	01/24/2012	M	7,618	<u>(4)</u>	<u>(4)</u>	Common Stock	7,618	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
ZELENY DENNIS 1818 MARKET STREET SUITE 1500 PHILADELPHIA, PA 19103-7583			Sr. VP and Chief HR Officer				

Signatures

/s/ John J. DiRocco, Jr., 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).
- Vesting and payout of 7,618 restricted common stock units on January 24, 2012, awarded in 2009 pursuant to the Sunoco, Inc.
- (1) Long-Term Performance Enhancement Plan II ("LTPEPII"), for net of 4,721 shares of Sunoco, Inc. common stock issued to reporting person (2,897 shares used for tax withholding obligation).
- Special one-time retention-based common stock units awarded in 2009 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 upon continued employment with the Company through January 20, 2012.
- (3) Conversion rate is 1 for 1.
- (4) Not Applicable

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