#### KROTT JOSEPH P

Form 4 March 13, 2012

# FORM 4

## 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

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**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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).

Common

Common

Stock

Stock

03/09/2012

03/09/2012

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * KROTT JOSEPH P			suer Name <b>and</b> Ticker or Trading ol	5. Relationship of Reporting Person(s) to Issuer			
(Lost)	(First) (M		OCO INC [SUN]	(Check all applicable)			
(Last)	(First) (N	,	e of Earliest Transaction	71			
1010 MAD		`	h/Day/Year)	Director 10% OwnerX Officer (give title Other (specify			
	KET STREET, SU	JITE 03/0	9/2012	below) below)			
1500				Comptroller			
	(Street)	4. If A	mendment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed	Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
PHILADEL	LPHIA, PA 19103	-7583		Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	able I - Non-Derivative Securities	acquired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction Date	2A. Deemed	<ol> <li>4. Securities Acquire</li> </ol>	d 5. Amount of 6. Ownership 7. Nature of			
Security	(Month/Day/Year)	Execution Date	if Transaction(A) or Disposed of (	O) Securities Form: Direct Indirect			
(Instr. 3)		any	Code (Instr. 3, 4 and 5)	Beneficially (D) or Beneficial			
		(Month/Day/Ye	ar) (Instr. 8)	Owned Indirect (I) Ownership			
				Following (Instr. 4) (Instr. 4) Reported			
			(A)	Transaction(s)			
			or	(Instr. 3 and 4)			
			Code V Amount (D) Pri	ce (mon o and 1)			

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

M

 $F_{(1)}^{(1)}$ 

880

313

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

6,480

6,167

D

D

\$0

Α

### Edgar Filing: KROTT JOSEPH P - Form 4

# 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)	4. Transactic Code (Instr. 8)	5. Number on f 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. Price Derivati Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Unit (2)	(3)	03/09/2012	M	880	<u>(4)</u>	<u>(4)</u>	Common Stock	880	\$ 0

## **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KROTT JOSEPH P 1818 MARKET STREET SUITE 1500 PHILADELPHIA, PA 19103-7583

Comptroller

## **Signatures**

/s/ John J. DiRocco, Jr., Attorney-in-Fact

03/13/2012

\*\*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 880 restricted common stock units, awarded in March 2011 pursuant to the Sunoco, Inc. Long-Term Performance (1) Enhancement Plan III ("LTPEPIII"), for net of 567 shares of Sunoco, Inc. common stock issued to reporting person (313 shares used for tax withholding obligation).
- Award of restricted common stock units pursuant to the Sunoco, Inc. LTPEPIII in a transaction exempt under Rule 16b-3. These restricted common stock units vest ratably in increments of one-third at the end of each of three annual vesting cycles. Incremental settlement is contingent only upon the continued employment of reporting person with the Company through the end of each annual vesting cycle.
- (3) Conversion rate is 1 for 1.
- (4) Not Applicable

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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