

KROTT JOSEPH P
Form 4
December 15, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
KROTT JOSEPH P

(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)
12/14/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Comptroller

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price	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)
Common Stock	12/14/2004		M ⁽¹⁾	7,500	A	\$ 25.25	9,920	D	
Common Stock	12/14/2004		M ⁽²⁾	6,000	A	\$ 27.875	15,920	D	
Common Stock	12/14/2004		S	13,500	D	\$ 80.2	2,420	D	
Common Stock							3,581	I	ESOP Trust

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.

SEC 1474
(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)	\$ 25.25	12/14/2004		M ⁽¹⁾	7,500	12/01/2001 12/01/2009	Common Stock	7,500
Stock Options (Right to buy)	\$ 27.875	12/14/2004		M ⁽²⁾	6,000	12/06/2002 12/06/2010	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KROTT JOSEPH P 1801 MARKET STREET PHILADELPHIA, PA 19103-1699			Comptroller	

Signatures

/s/ Louisa K. Cresson,
Attorney-in-fact for

12/15/2004

**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) Cash exercise of 7,500 stock options granted in 1999 at an option price of \$25.25 in compliance with Rule 16(b)3 under the Sunoco, Inc. Long Term Performance Enhancement Plan ("LTPEP") for net of 7,500 shares of Sunoco, Inc. common stock issued to reporting person.

Edgar Filing: KROTT JOSEPH P - Form 4

- (2) Cash exercise of 6,000 stock options granted in 2000 at an option price of \$27.875 in compliance with Rule 16(b)3 under the Sunoco, Inc. Long Term Performance Enhancement Plan ("LTPEP") for net of 6,000 shares of Sunoco, Inc. common stock issued to reporting person.

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.