

KURITZKES MICHAEL S
 Form 4
 December 12, 2005

FORM 4

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

OMB APPROVAL

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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 *
KURITZKES MICHAEL S

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)
1735 MARKET STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior V.P. & General Counsel

PHILADELPHIA, PA 19103-7583
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/08/2005		M/K ⁽¹⁾		39,000	A	\$ 24.51	63,843	D
Common Stock	12/08/2005		S		900	D	\$ 82.8	62,943	D
Common Stock	12/08/2005		S		2,425	D	\$ 82.81	60,518	D
Common Stock	12/08/2005		S		4,900	D	\$ 82.85	55,618	D
Common Stock	12/08/2005		S		100	D	\$ 82.9	55,518	D

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Exercise, via stock swap, of 39,000 stock options granted in 2003 at an option price of \$24.51 in compliance with Rule 16(b)3 under the Sunoco, Inc. Long Term Performance Enhancement Plan II ("LTPEP II") for net of 16,651 shares of Sunoco, Inc. common stock issued to reporting person (11,427 shares swapped to pay option price, and 10,922 shares used for tax withholding obligation).

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