

Kelley Vincent J
 Form 3/A
 March 24, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol	5. If Amendment, Date Original Filed(Month/Day/Year)
À Kelley Vincent J			02/02/2006	SUNOCO INC [SUN]	02/06/2006
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	6. Individual or Joint/Group Filing(Check Applicable Line)
				(Check all applicable)	<input checked="" type="checkbox"/> Form filed by One Reporting Person
1735 MARKET STREET					<input type="checkbox"/> Form filed by More than One Reporting Person
				____ Director ____ 10% Owner	
PHILADELPHIA, PA 19103-7583				<input checked="" type="checkbox"/> Officer ____ Other (give title below) (specify below)	
(City)	(State)	(Zip)		Senior Vice President	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Common Stock Unit ⁽¹⁾ ⁽³⁾ ⁽³⁾ Common Stock 6,000 \$ ⁽²⁾ D ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelley Vincent J 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	⁽³⁾	⁽³⁾	⁽³⁾ Senior Vice President	⁽³⁾

Signatures

John J. DiRocco, Jr., Attorney-in-fact for Vincent J. Kelley 03/24/2006

⁽³⁾Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

- (3) Not Applicable
- (2) Conversion rate is 1 for 1.

(1) This Form 3 is being filed to report a grant of special common stock units awarded in 2004 pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan II (LTPEP II) in a transaction exempt under Rule 16b-3. Payout of these common stock units is contingent upon the Company's attainment of certain performance levels over a three year period from January 1, 2005 through December 31, 2007. This award was not previously reported.

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.