

MacDonald Brian P
 Form 4
 October 10, 2012

FORM 4

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

OMB APPROVAL

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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 *
 MacDonald Brian P

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)
 1818 MARKET STREET, SUITE 1500

3. Date of Earliest Transaction (Month/Day/Year)
 10/05/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President and CEO

(Street)
 PHILADELPHIA, PA 19103

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock	10/05/2012		D		64,276	D	0

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

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SEC 1474 (9-02)

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 22.38	10/05/2012		D	72,067	<u>(2)</u> 08/30/2019	Common Stock	72,067	
Stock Options (Right to Buy)	\$ 23.46	10/05/2012		D	40,200	<u>(3)</u> 03/03/2020	Common Stock	40,200	
Common Stock Unit	<u>(4)</u>	10/05/2012		D	22,700	<u>(5)</u> <u>(5)</u>	Common Stock	22,700	
Common Stock Unit	<u>(4)</u>	10/05/2012		D	13,018	<u>(6)</u> <u>(6)</u>	Common Stock	13,018	
Common Stock Unit	<u>(4)</u>	10/05/2012		D	40,682	<u>(7)</u> <u>(7)</u>	Common Stock	40,682	
Deferred Share Units	<u>(4)</u>	10/05/2012		D	6,309	<u>(8)</u> <u>(8)</u>	Common Stock	6,309	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MacDonald Brian P 1818 MARKET STREET SUITE 1500 PHILADELPHIA, PA 19103			President and CEO	

Signatures

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

10/10/2012

**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).
- (1) Disposed of pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), in exchange for: (a) the right to receive approximately 31,735 ETP common units; and (b) approximately \$1,701,386 in cash (less applicable taxes and fees).
- Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these options were canceled, in exchange
- (2) for the right to receive a cash payment of approximately \$1,990,491 (less applicable taxes and fees), representing the difference between the exercise price of the option and the cash election consideration (\$50 per share).
- Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these options were canceled, in exchange
- (3) for the right to receive a cash payment of approximately \$1,066,908 (less applicable taxes and fees), representing the difference between the exercise price of the option and the cash election consideration (\$50 per share).
- (4) Conversion rate is 1 for 1.
- Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these time-vested common stock units of
- (5) the issuer were canceled in exchange for the right to receive a cash payment of approximately \$1,135,000 (less applicable taxes and fees), representing an amount equal to the product of the total number of such common stock units multiplied by the per cash consideration of \$50.
- Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these time-vested common stock units of
- (6) the issuer were canceled in exchange for the right to receive a cash payment of approximately \$650,900 (less applicable taxes and fees), representing an amount equal to the product of the total number of such common stock units multiplied by the per cash consideration of \$50.
- Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these time-vested common stock units of
- (7) the issuer were canceled in exchange for the right to receive a cash payment of approximately \$2,034,100 (less applicable taxes and fees), representing an amount equal to the product of the total number of such common stock units multiplied by the per cash consideration of \$50.
- Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these share units credited to the reporting
- (8) person's deferred compensation account(s) were canceled, in exchange for the right to receive a cash payment of approximately \$315,450 (less applicable taxes and fees), representing an amount equal to the product of the total number of such deferred share units multiplied by the per unit cash consideration of \$50.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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