

SUNOCO INC  
Form 4/A  
May 27, 2005

**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 \*  
FAIRBAIRN URSULA F

(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)  
05/05/2005

4. If Amendment, Date Original Filed(Month/Day/Year)  
05/09/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/05/2005		J <sup>(1)</sup>	407 <sup>(2)</sup> A \$ 98.2	2,332.69	D	

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Deferred Share Units	(3)	05/05/2005		A <sup>(4)</sup>	275,416 <sup>(5)</sup>	08/08/1988	08/08/1988	Common Stock	275.41

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAIRBAIRN URSULA F 1801 MARKET STREET PHILADELPHIA, PA 19103-1699	X			

## Signatures

John J. DiRocco, Jr., Attorney-in-fact for Ursula F. Fairbairn  
 \_\_\_\_\_  
 \*\*Signature of Reporting Person

05/27/2005  
 \_\_\_\_\_  
 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).
- (6) Total of 2,529,216 restricted share units beneficially owned following reported transaction.
- (4) Yearly election credit credited as Restricted Share Units acquired pursuant to the Sunoco, Inc. Directors' Deferred Compensation Plan, in transaction exempt under Rule 16b-3(d).
- (2) This amendment is being filed to correct the number of common shares granted pursuant to Rule 16b-3(d)(1). The correct number of common shares acquired is 407 shares at \$98.20 per share and not the previously reported 465 shares at \$98.56 per share.  
 This amendment is being filed to correct the number of Restricted Share Units acquired pursuant to the Sunoco, Inc. Directors' Deferred Compensation Plan, in transaction exempt under Rule 16b-3(d). The correct number of restricted share units acquired is 275,416 and not the previously reported 220,333. The conversion rate is 1 for 1.
- (5) Compensation Plan, in transaction exempt under Rule 16b-3(d). The correct number of restricted share units acquired is 275,416 and not the previously reported 220,333. The conversion rate is 1 for 1.
- (3) The conversion rate is 1 for 1.
- (1) Granted pursuant to Rule 16b-3(d)(1).

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.