### Edgar Filing: GERRITY THOMAS P - Form 4

GERRITY THOM	AS P										
Form 4											
December 10, 2007	7										
								OMB APPROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check this box							Expires:	January 31,			
if no longer	STATEN	<b>IENT OF</b>	CHAN	NGES IN	BENE	FICIAL O	WNERSHIP OF		2005		
subject to Section 16. SECURITIES							Estimated average burden hours per				
Form 4 or							response	•			
Form 5 obligations may continue. See Instruction 1(b).	a) of the F	Public U	16(a) of the Securities Exchange Act of 1934, Utility Holding Company Act of 1935 or Section Investment Company Act of 1940								
(Print or Type Respons	es)										
1. Name and Address of Reporting Person <u>*</u> GERRITY THOMAS P			2. Issuer Name <b>and</b> Ticker or Trading Symbol SUNOCO INC [SUN]			5. Relationship of Issuer	5. Relationship of Reporting Person(s) to Issuer				
							(Check all applicable)				
(Last) (First) (Middle) 1735 MARKET STREET			3. Date of Earliest Transaction (Month/Day/Year) 12/07/2007			X_ Director 10% Owner Officer (give title Other (specify below) below)					
										(Street)	
PHILADELPHIA	, PA 19103	8-7583					Person		eporting		
(City) (St	tate)	(Zip)	Tab	ole I - Non-l	Derivativ	e Securities A	Acquired, Disposed o	f, or Beneficia	lly Owned		
	saction Date /Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or d of (D) 4 and 5) (A) or	Securities H Beneficially ( Owned ( Following ( Reported Transaction(s) (Instr. 3 and 4)	5. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report on a	separate line	for each cla	ass of sec	urities bene	ficially ov	vned directly	or indirectly.				
					infor requ	mation con ired to resp lays a curre	spond to the collec tained in this form ond unless the for ntly valid OMB cor	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)				
			Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Share Units	<u>(1)</u>	12/07/2007	А	107.218	(2)	(2)	Common Stock	107.218 \$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
I de la companya de la	Director	10% Owner	Officer	Other			
GERRITY THOMAS P 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Х						
Signatures							
Louisa K. Cresson, Attorney-in-fac Gerrity	t for Thor	nas P.	1	2/10/2007			
**Signature of Reporting Per	son			Date			
Explanation of Doon	<u></u>	~ .					

## **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).
- (2) Not Applicable
- (1) Conversion rate is 1 for 1.
- Total of 25,661.438 Restricted Share Units beneficially owned following reported transaction (97.366 Restricted Share Units under
- (3) Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 9.852 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II.)

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.