## Edgar Filing: KURITZKES MICHAEL S - Form 4

KURITZKES MIC	CHAEL S										
Form 4	0										
December 05, 200	18								PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Workington D.C. 20540									3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Filed pur	Washington, D.C. 20549Number:3235-028TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESSecuritiesSecuritiesSecuritiesSecuritiesSecuritiesSecuritiesSecuritiesSecuritiesSiled pursuant to Section 16(a) of the SecuritiesSecuritiesSecuritiesSecuritiesSiled pursuant to Section 16(a) of the Investment CompanySecuritiesSecuritiesSecuritiesSiled pursuant to SecuritiesSecuritiesSecuritiesSecuritiesSecuritiesSiled pursuant to SecuritiesSecuritiesSecurities<									
(Print or Type Respon	ses)										
1. Name and Address of Reporting Person <u>*</u> KURITZKES MICHAEL S			2. Issuer Name <b>and</b> Ticker or Trading Symbol SUNOCO INC [SUN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (I	First) (1	Middle)	3. Date of Earliest Transaction				(Check an applicable)				
1735 MARKET STREET			(Month/Day/Year) 12/03/2008			Director 10% Owner X Officer (give title Other (specify below) below) Senior V.P. & General Counsel					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>					
PHILADELPHIA	A, PA 19103	3-7583					Form filed by Person	More than One R	eporting		
(City) (S	State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	nsaction Date h/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report on	a separate line	e for each cla	ass of sec	urities bene	ficially own	ned directly	or indirectly.				
					Perso inform requir	ns who res nation cont red to response	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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 o
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)

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(Instr. 3)	Price of Derivative Security	(Month/Day	/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Options (Right to Buy)	\$ 35.29	12/03/2008		А		28,100		12/03/2009 <u>(1)</u>	12/03/2018	Common Stock	28,100

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
L. S. L.	Director	10% Owner	Officer	Other				
KURITZKES MICHAEL S 1735 MARKET STREET PHILADELPHIA, PA 19103-7583			Senior V.P. & General Counsel					
Signatures								
/s/ Louisa K. Cresson, Attorney-in-Fact	12/05/2	008						
**Signature of Reporting Person	Date							

## **Explanation of Responses:**

in a transaction exempt under Rule 16b-3.

- \* 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).

Stock options (right to buy Sunoco, Inc. common stock) exercisable in one-third installments on the anniversary of the date of grant (i.e.
 the first installment exercisable on December 3, 2009, the second installment exercisable on December 3, 2010, and the remaining installment exercisable on December 3, 2011), pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan II "LTPEP 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.