

DELANEY TERENCE P
Form 5
February 13, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
DELANEY TERENCE P

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
SUNOCO INC [SUN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

1735 MARKET STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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

6. Individual or Joint/Group Reporting (check applicable line)

PHILADELPHIA, PA 19103-7583

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/31/2008	Â	J ⁽⁵⁾	157	A	\$ 0 ₍₁₎	5,776	D	Â
Common Stock ⁽²⁾	12/31/2008	Â	J ⁽⁴⁾	203	A	\$ 0 ₍₃₎	6,439	I	Esop Trust
Common Stock ⁽²⁾	12/31/2008	Â	J ⁽⁴⁾	22	A	\$ 0 ₍₃₎	761	I	By Spouse (esop Trust)

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

Persons who respond to the collection of information contained in this form are not required to respond unless

SEC 2270 (9-02)

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

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)	8. Price of Derivative Security (Instr. 5)	9. Other
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELANEY TERENCE P 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Â	Â	Â Interim CFO	Â

Signatures

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

02/13/2009

__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) Price ranged from \$38.02 to \$56.95 during fiscal year 2008. This information is supplied by the reporting person's Brokerage firm.
- (2) On August 1, 2005, the common stock of Sunoco, Inc. split 2-for-1, resulting in a doubling of the shares beneficially owned (direct or indirect) by the reporting person.
- (3) Price ranged from \$43.46 to \$72.48 during fiscal year 2008. This information is supplied by the Plan Administrator for the Sunoco, Inc. Capital Accumulation Plan ("SUNCAP").
- (4) Routine periodic acquisition of share equivalents pursuant to the Sunoco, Inc. Capital Accumulation Plan in transaction exempt under Rule 16(b). This information is provided by the Plan Administrator.
- (5) Routine reinvestment of dividend's, in transaction exempt under Rule 16(b). This information is supplied by the reporting person's Brokerage firm.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.