SUNOCO INC Form 4 February 08, 2005

FORM 4

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * KROTT JOSEPH P

1801 MARKET STREET

5. Relationship of Reporting Person(s) to Issuer

Symbol

SUNOCO INC [SUN]

2. Issuer Name and Ticker or Trading

(Check all applicable)

(Middle) (Last) (First) 3. Date of Earliest Transaction

> (Month/Day/Year) 02/07/2005

Director 10% Owner X_ Officer (give title Other (specify

below) below) Comptroller

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

Code

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

PHILADELPHIA, PA 19103-1699

(Month/Day/Year)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or

Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially

Owned

Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

Reported (A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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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 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Derivative Conversion (Month/Day/Year) Execution Date, if Transactionof **Expiration Date Underlying Securities** De Security or Exercise any Code Derivative (Month/Day/Year) (Instr. 3 and 4) Se

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Securities (In Derivative Acquired Security (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Title Expiration Amount Exercisable Date or Number of Shares Common Common 900 08/08/1988 08/08/1988 $D^{(1)}$ Stock \$0 02/07/2005 900 Stock Unit

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KROTT JOSEPH P 1801 MARKET STREET PHILADELPHIA, PA 19103-1699

Comptroller

Signatures

/s/ John J. DiRocco, Jr., Attorney-in-fact for

02/08/2005

**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).

Settlement in transaction exempt under Rule 16(b)3 of common stock units granted on December 5, 2001 under the Sunoco, Inc. Long

(1) Term Performance Enhancement Plan ("LTPEP"). Payout in cash of these common stock units was at 200 percent of original grant, and these common stock units provided for vesting upon issuer's common stock achieving a pre-determined market price per share.

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.

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