SUNOCO INC Form 4 March 11, 2005

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
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0.5

Form 4 or Form 5 obligations may continue.

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

**SECURITIES** 

burden hours per response...

See Instruction 1(b).

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(Print or Type Responses)

1. Name and Address of Reporting Person \*\*
PEW ROBERT ANDERSON

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

SUNOCO INC [SUN]

(Check all applicable)

(Last) (First)

(Middle)

3. Date of Earliest Transaction

\_\_X\_\_ Director \_\_\_\_\_ Officer (give title \_\_\_\_ 10% Owner \_\_\_ Other (specify

1801 MARKET STREET

(Month/Day/Year) 03/10/2005

below) below)
6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Applicable Line)
\_X\_ Form filed by One Reporting Person

Filed(Month/Day/Year)

\_\_\_ Form filed by More than One Reporting Person

PHILADELPHIA, PA 19103-1699

(Street)

(City) (State) (Zip)

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

1.Title of 2. Tra Security (Mon (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any

(Month/Day/Year)

3. 4. Securities
TransactionAcquired (A) or
Code Disposed of (D)
(Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or Reported 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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.
Derivative Conversion
Security or Exercise
(Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date 3av

3A. Deemed Execution Date, if any (Month/Day/Year) 4. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and Expiration Date (Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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Derivative or Disposed of Security (D)

(Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount or

Exercisable Date

> Number of Shares

> > 14.879

Deferred

Common Share  $\$ 0 \frac{(1)}{1}$ 03/10/2005  $A^{(2)}$ 14.879 08/08/1988 08/08/1988 Stock

Units

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

PEW ROBERT ANDERSON 1801 MARKET STREET X PHILADELPHIA, PA 19103-1699

#### **Signatures**

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

03/11/2005

\*\*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).
- The conversion rate is 1 for 1.
- Dividend equivalents credited as restricted share units acquired pursuant to the Sunoco, Inc. Directors' Deferred Compensation Plan, in transaction exempt under Rule 16b-3(d).

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.

Reporting Owners 2