SUNOCO INC Form 5 January 20, 2006

FORM 5

OMB APPROVAL

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

3235-0362 Number: January 31, Expires: 2005

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL burden hours per OWNERSHIP OF SECURITIES response... 1.0

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1(b).

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer KAISER JAMES G Symbol SUNOCO INC [SUN] (Check all applicable) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Month/Day/Year) _X_ Director 10% Owner _ Officer (give title 12/31/2005 _ Other (specify below) below) 1735 MARKET STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

PHILADELPHIA, Â PAÂ 19103-7583

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

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	es Acq	uired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction	(A) or Disp	osed o	of (D)	Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4	and 5)		Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned at end	(D) or	Ownership	
							of Issuer's	Indirect (I)	(Instr. 4)	
					(A)		Fiscal Year	(Instr. 4)		
					(A)		(Instr. 3 and			
				Amount	or (D)	Price	4)			
Common Stock (1)	12/30/2005	Â	J(2)	193.982	A	\$ 0 (3)	18,195.9	D	Â	

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 2270 (9-02)

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

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1. Title of 2. 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and	
Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Number Expiration Date Amount of	Derivative
Security or Exercise any Code of (Month/Day/Year) Underlying	Security
(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities	(Instr. 5)
Derivative Securities (Instr. 3 and	d 4)
Security Acquired	
(A) or	
Disposed	
of (D)	
(Instr. 3,	
4, and 5)	
(A) (D) Date Expiration Title Am	viint
	Juiit
Exercisable Date or Nur	a la cu
of	1001
or Sha	20 0

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
KAISER JAMES G 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	ÂX	Â	Â	Â		

Signatures

John J. DiRocco, Jr., Attorney-in-fact for James G. Kaiser 01/20/2006

**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) 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.
- (2) Routine reinvestment of dividends pursuant to the Sunoco, Inc. Shareholder Access & Reinvestment Plan (SHARP), in transaction exempt under Rule 16(b). This information is supplied by the Transfer Agent.
- (3) Price ranged from \$77.302 to \$105.927 during fiscal year 2005. This information is supplied by the Transfer Agent for the Sunoco, Inc. Shareholder Access & Reinvestment Plan ("SHARP").

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.

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