SUNOCO INC Form 5 February 14, 2008

> Transactions Reported

FORM 5

	UNITED STATES SECURITIES AND EXCHANGE COMMISSION	OMB Number:	3235-	0362
Check this box if no longer subject	Washington, D.C. 20549	Expires:	Janua	ry 31, 2005
to Section 16. Form 4 or Form 5 obligations may continue.	ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES	Estimated a burden hour response	_	1.0
See Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,			
Reported Form 4	Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940			

HOFMANN THOMAS W Symbol			Issuer Name and Ticker or Trading mbol JNOCO INC [SUN]			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Mont	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2007			(Check all applicable) Director 10% Owner _X_ Officer (give title Other (specify				
1735 MARKET STREET							below) below) Sr. V.P. & Chief Fin. Officer			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting (check applicable line)			
		r-neu(r								
PHILADEL (City)	PHIA, PA 191 (State)	bla I - Non-Darivativa Sacuritias Acq			_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person quired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (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)	•		
Common Stock	12/31/2007	Â	<u>G⁽¹⁾</u>	240	D	\$0	50,767	D	Â	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							llection of info		SEC 2270 (9-02)	

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

the form displays a currently valid OMB control number.

Edgar Filing: SUNOCO INC - Form 5

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amount of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)
	Derivative				Securities			(Instr. 3 and 4)	
	Security				Acquired				
	•				(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
						_			
					(A) (D)	Date		Title Amount	
						Exercisable	Date	or	
								Number	
								of	
								Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
2.0po.tg	Director	10% Owner	Officer	Other			
HOFMANN THOMAS W 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Â	Â	Sr. V.P. & Chief Fin. Officer	Â			

Signatures

John J. DiRocco, Jr., Attorney-in-fact for Thomas W. Hofmann 02/14/2008

**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) Gift to 501(c)(3) tax exempt entity.

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.

Reporting Owners 2