EDWARDS GARY W

Form 4

August 29, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * **EDWARDS GARY W**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

(Check all applicable)

(Middle)

3. Date of Earliest Transaction

SUNOCO INC [SUN]

X_ Director Officer (give title

10% Owner Other (specify

1818 MARKET STREET, SUITE

(Street)

(First)

1500

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

(Month/Day/Year)

08/27/2012

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)

PHILADELPHIA, PA 19103-7583

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(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

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

(Instr. 4)

Following Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number of TransactionDerivative Code Securities

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

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

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (ADisposed of (Instr. 3, 4, 5)	f(D)					(1
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	08/27/2012		A	116.231		(2)	(2)	Common Stock	116.231	\$
Phantom Stock	<u>(1)</u>	08/27/2012		A	609.226		(2)	(2)	Common Stock	609.226	\$
Phantom Stock	<u>(1)</u>	08/27/2012		A	716		(2)	(2)	Common Stock	716	\$
Deferred Share Units	<u>(1)</u>	08/27/2012		A	5.481		(2)	(2)	Common Stock	5.481	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
EDWARDS GARY W 1818 MARKET STREET SUITE 1500 PHILADELPHIA, PA 19103-7583	X					

Signatures

/s/ John J. DiRocco, Jr., Attorney-in-Fact 08/29/2012

**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) Conversion rate is 1 for 1.
- (2) Not Applicable
- (3) Total of 28,866.628 Phantom Stock Units beneficially owned following reported transaction, granted under Sunoco, Inc.'s Directors' Deferred Compensation Plan II
- (4) Total of 1,298.704 Restricted Share Units beneficially owned following reported transaction under Sunoco, Inc. Directors' Deferred Compensation Plan II.

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. NT: 0pt; MARGIN-RIGHT: 0pt" align="center">Date you

Acquired Nature of Acquisition Transaction Name of Person from Whom Acquired (If gift, also give date donor acquired)

Reporting Owners 2

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Amount of Securities Acquired Date of **Payment** Nature of Payment

common 11/30/2011 Stock Option Exercise - vs grant date 4/2007 Issuer 16,875 11/30/2011 cashless

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Dirk Wakeham 1614 Fair Oaks Drive Westlake, TX 76262	common	10/24/2011	16,875	426,148

EXPLANATION OF RESPONSES:

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. The person for whose account the securities to which this Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

November 30, 2011 DATE OF NOTICE June 08, 2011 DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION. IF **RELYING ON RULE 10B5-1**

facts constitute Federal Criminal Violations (See 18 U.S.C.

ATTENTION: Intentional

1001)

misstatements or omission of

SEC 1147 (02-08)

ATTENTION:

notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

/s/ Dirk Wakeham

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.