#### FAIRBAIRN URSULA F

Form 4

February 13, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * FAIRBAIRN URSULA F			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	_X_ Director 10% Owner			
1818 MARKET STREET, SUITE 1500		, SUITE	02/10/2012	Officer (give title Other (specify below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
PHILADELPHIA, PA 19103-7583			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

1.Title of Security				3. 4. Securities TransactionAcquired (A) or			5. Amount of Securities	Form: Direct Ind (D) or Be Indirect (I) Ov	7. Nature of Indirect
(Instr. 3)		any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)		Beneficially Owned Following	Beneficial Ownership (Instr. 4)				
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/10/2012		S	269	D	\$ 40	17,784.676	D	
Common Stock	02/10/2012		M <u>(1)</u>	269	A	\$0	18,053.676	D	

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

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# 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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	le Derivative		Expiration Date (Advative (Month/Day/Year) rities aired or ossed b) 1: 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 14.66	02/10/2012		M(1)		269	05/02/2004	05/02/2012	Common Stock	269

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
FAIRBAIRN URSULA F 1818 MARKET STREET SUITE 1500 PHILADELPHIA, PA 19103-7583	X					

## **Signatures**

/s/ John J. DiRocco, Jr., Attorney-in-Fact 02/13/2012

\*\*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) Cashless exercise of 269 Stock Options granted in 2002 at an option price of \$14.66 incompliance with Rule 16(b)3 under Sunoco, Inc. Long-Term Performance Enhancement Plan II for net of 269 shares of Sunoco, Inc. common stock issued to reporting person.

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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