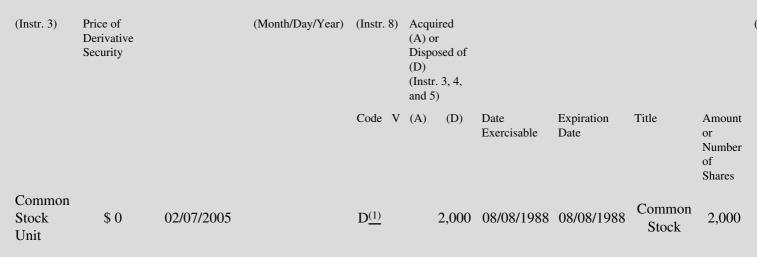
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Form 4	NC									
February 08										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE Washington, D.C. 20549						COMMISSIO		PPROVAL. 3235-0 January)287	
if no lor subject Section Form 4 Form 5	or sTATEN 16. or Filed pur		DF CHANGES IN BENEFICIAL OWN SECURITIES Section 16(a) of the Securities Exchange					Estimated burden hou response	2 average urs per	0.5
obligatio may cor <i>See</i> Inst 1(b).	ntinue. Section 17(•	•	mpany Act ny Act of 1	of 1935 or Secti 940	on		
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> NAKU ROLF D			2. Issuer Name and Ticker or Trading Symbol SUNOCO INC [SUN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction			1	(Chi	cek an applicabl	c)	
1801 MARKET STREET			(Month/Day/Year) 02/07/2005				Director 10% Owner X Officer (give title Other (specify below) Senior Vice President			
(Street) PHILADELPHIA, PA 19103-1699			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
	LFIIIA, FA 1910.	5-1099					Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivativ	e Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	d (A) or d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	l
Reminder: Re	port on a separate line	ofor each cla	ass of sec	urities bene	Pers infor requ	ons who res mation cont ired to resp ays a curre	or indirectly. spond to the collection ained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
		III D		•.•		1.0	D (11) O			

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Securities I
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NAKU ROLF D 1801 MARKET STREET			Senior Vice				
PHILADELPHIA, PA 19103-1699			President				
Signatures							
/s/ John J. DiRocco, Jr., Attorney-in-fact for		02/08/2005					

Explanation of Responses:

**Signature of Reporting Person

* 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).

Date

Settlement in transaction exempt under Rule 16(b)3 of common stock units granted on December 5, 2001 under the Sunoco, Inc. Long
 (1) Term Performance Enhancement Plan ("LTPEP"). Payout in cash of these common stock units was at 200 percent of original grant, and these common stock units provided for vesting upon issuer's common stock achieving a pre-determined market price per share.

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.