Edgar Filing: WULFF JOHN K - Form 4

WITE FEIDING

Form 4										
June 09, 20								OMB A	PPROVAL	
FORM	UNITED	STATES S		RITIES A shington			GE COMMISSION	N OMB Number:	3235-02	87
Check t if no lor subject	iger STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								31, 005
Section 16. SECURITIES Form 4 or								Estimated burden ho response	urs per	0.5
Form 5 obligations may continue. See Instruction 1(b). 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 30(h) of the Investment Company Act of 1940										
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> WULFF JOHN K			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			on	(Check all applicable)			
1735 MARKET STREET			(Month/Day/Year) 06/09/2006			X_ Director 10% Owner Officer (give title Other (specify below) below)				
		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					
PHILADE	LPHIA, PA 19103	3-7583					Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivati	ve Securities	s Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ate, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3		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)	
Reminder: Re	port on a separate line	e for each clas	s of secu	urities bene	Pers info requ	sons who r rmation co uired to res	y or indirectly. respond to the colle ontained in this form spond unless the fo rently valid OMB co	i are not rm	SEC 1474 (9-02)	
					-	nber.	,			

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 of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(Inst

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	Derivative Security				or Dispose (D) (Instr. 3, 4 and 5)						
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Share Units	<u>(1)</u>	06/09/2006	А		7.089		(2)	(2)	Common Stock	7.089	\$ 6
Phantom Stock Units	<u>(1)</u>	06/09/2006	А		19.176		(2)	(2)	Common Stock	19.176	\$ 6

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WULFF JOHN K 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Х						
Signatures							
John J. DiRocco, Jr., Attorney-in-fa Wulff	06/	09/2006					
<u>**</u> Signature of Reporting Perso		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).
- (2) Not Applicable
- (1) Conversion rate is 1 for 1.
- Total of 2,423.810 Restricted Share Units beneficially owned following reported transaction. (2,667 Restricted Share Units under Sunoco,
- (3) Inc.'s Directors' Deferred Compensation Plan I and 4.422 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II.)

Total of 6,556.314 Phantom Stock Units beneficially owned following reported transaction. (9.839 Phantom Stock Units under Sunoco,
 (4) Inc.'s Directors' Deferred Compensation Plan I and 9.337 Phantom Stock Units under Sunoco, Inc.'s 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.