SUNOCO INC Form 4/A May 27, 2005

## FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **ROWE JOHN W** 

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

SUNOCO INC [SUN]

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction (Month/Day/Year)

X\_ Director 10% Owner Officer (give title Other (specify

1801 MARKET STREET 05/05/2005

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year) 05/09/2005

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

PHILADELPHIA, PA 19103-1699

(Street)

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

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

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned Following

Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**SEC 1474** (9-02)

7. Nature of

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 4 Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or

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|                            | Derivative<br>Security |            |              |   | Disposed of (Instr. 3, 4, 5) |     |                     |                    |                 |                            |
|----------------------------|------------------------|------------|--------------|---|------------------------------|-----|---------------------|--------------------|-----------------|----------------------------|
|                            |                        |            | Code         | V | (A)                          | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Deferred<br>Share<br>Units | (1)                    | 05/05/2005 | A <u>(2)</u> |   | 275.416<br>(3)               |     | 08/08/1988          | 08/08/1988         | Common<br>Stock | 275.41                     |
| Phantom<br>Stock<br>Units  | (1)                    | 05/05/2005 | <u>J(5)</u>  |   | 407 (6)                      |     | 08/08/1988          | 08/08/1988         | Common<br>Stock | 407                        |

# **Reporting Owners**

| Reporting Owner Name / Address                                  | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
| r   | Director      | 10% Owner | Officer | Other |  |  |  |
| ROWE JOHN W<br>801 MARKET STREET<br>PHILADELPHIA, PA 19103-1699 | X             |           |         |       |  |  |  |

# **Signatures**

John J. DiRocco, Jr., Attorney-in-fact for John W.
Rowe
05/27/2005

\*\*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).
- (7) Total of 3,130.159 share units beneficially owned following reported transaction.
- Yearly election credit credited as Restricted Share Units acquired pursuant to the Sunoco, Inc. Directors' Deferred Compensation Plan, in transaction exempt under Rule 16b-3(d).
- This amendment is being filed to correct the number of share units representing voluntary deferred compensation pursuant to the Sunoco, (6) Inc. Directors Deferred Compensation Plan, in transactions exempt under Rule 16b-3(d)(1). The correct number of phantom stock units acquired is 407 at \$98.20 per unit and not the previously reported 465 at \$98.56 per unit. The conversion rate is 1 for 1.
- This amendment is being filed to correct the number of Restricted Share Units acquired pursuant to the Sunoco, Inc. Directors' Deferred (3) Compensation Plan, in transaction exempt under Rule 16b-3(d). The correct number of restricted share units acquired is 275.416 and not the previously reported 220.333. The conversion rate is 1 for 1.
- (5) Crediting of share units representing voluntary deferred compensation pursuant to the Sunoco, Inc. Directors Deferred Compensation Plan, in transactions exempt under Rule 16b-3(d)(1)
- (1) The conversion rate is 1 for 1.
- (4) Total of 925.170 restricted share units beneficially owned following reported transaction.

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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