

DINGUS MICHAEL H R  
Form 4  
December 15, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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

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 \*  
DINGUS MICHAEL H R

2. Issuer Name and Ticker or Trading Symbol  
SUNOCO INC [SUN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1735 MARKET STREET

3. Date of Earliest Transaction (Month/Day/Year)  
12/14/2005

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

Senior Vice President

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

PHILADELPHIA, PA 19103-7583

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 12/14/2005                           |  | M/K                            |   | 47,800  | A  | \$ 24.51                          |
| Common Stock                    | 12/14/2005                           |  | F                              |   | 26,374  | D  | \$ 83.18                          |
| Common Stock                    | 12/14/2005                           |  | S                              |   | 2,000   | D  | \$ 83.25                          |
| Common Stock                    | 12/14/2005                           |  | S                              |   | 1,100   | D  | \$ 83.5                           |
| Common Stock                    | 12/14/2005                           |  | S                              |   | 900   | D  | \$ 83.52                          |

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|              |            |   |        |   |          |            |   |            |
|--------------|------------|---|--------|---|----------|------------|---|------------|
| Common Stock | 12/14/2005 | S | 2,000  | D | \$ 83.64 | 88,108.814 | D |            |
| Common Stock | 12/14/2005 | S | 900    | D | \$ 83.65 | 87,208.814 | D |            |
| Common Stock | 12/14/2005 | S | 1,812  | D | \$ 83.69 | 85,396.814 | D |            |
| Common Stock | 12/14/2005 | S | 2,000  | D | \$ 83.71 | 83,396.814 | D |            |
| Common Stock | 12/14/2005 | S | 30,000 | D | \$ 83.72 | 53,396.814 | D |            |
| Common Stock |            |   |        |   |          | 10,302     | I | ESOP Trust |

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

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(9-02)

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

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |        |
| Stock Options (Right to buy)               | \$ 24.51   | 12/14/2005                           |  | M/K <sup>(1)</sup>             | 47,800  | 12/03/2005   | 12/03/2013  | Common Stock               | 47,800 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| DINGUS MICHAEL H R<br>1735 MARKET STREET<br>PHILADELPHIA, PA 19103-7583 |               |           | Senior Vice President |       |

## Signatures

John J. DiRocco, Jr., Attorney-in-fact for Michael H. R.  
Dingus

12/15/2005

\_\_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).

Exercise, via stock swap, of 47,800 stock options granted in 2003 at an option price of \$24.51 in compliance with Rule 16(b)3 under the  
(1) Sunoco, Inc. Long-Term Performance Enhancement Plan II ("LTPEP II") for net of 21,426 shares of Sunoco, Inc. common stock issued to reporting person (14,084 shares swapped to pay option price, and 12,290 shares used for tax withholding obligation).

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