## Edgar Filing: SUNOCO INC - Form 4

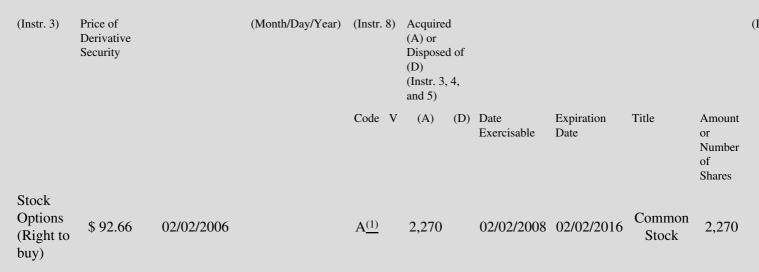
Form 4										
February 06, 2006	5									
FORM 4 Check this box	UNITED	O STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						N OMB Number:	PROVAL 3235-0287 January 31,	
if no longer subject to Section 16. Form 4 or Form 5	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP O</b> <b>SECURITIES</b> Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934							burden hou response	2005 average urs per	
obligations may continue. <i>See</i> Instruction 1(b).	·	a) of the F	Public U	tility Hol	ding Cor		of 1935 or Secti			
(Print or Type Respon	nses)									
1. Name and Address of Reporting Person <u>*</u> Hennigan Michael J			2. Issuer Name <b>and</b> Ticker or Trading Symbol SUNOCO INC [SUN]			Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (	First) (N	Aiddle)	3. Date of Earliest Transaction			(Che	(Check all applicable)			
1735 MARKET STREET			(Month/Day/Year) 02/02/2006				Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President			
(Street) PHILADELPHIA, PA 19103-7583			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				
		(Zip)	Tab	la I Non I	Domizzativa	Securities A	Person	of or Popoficio	lly Owned	
1.Title of 2. Tra	nsaction Date h/Day/Year)	2A. Deeme	ed Date, if	3. Transactio Code (Instr. 8)	4. Securit	ies (A) or 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	
				Code V	Amount	(D) Price	(IIISU: 5 and 4)			
Reminder: Report on	a separate line	for each cla	ass of sect	urities benet	Perso inforn requir	ns who res nation cont ed to respo bys a curre	or indirectly. spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 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	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Hennigan Michael J 1735 MARKET STREET PHILADELPHIA, PA 19103-7583			Senior Vice President				
Signatures							
Louisa K. Cresson, Attorney-in-fact fo Hennigan	r Michael J.		02/06/2006				
<u>**</u> Signature of Reporting Persor	L		Date				
Explanation of Respon	nses:						

## Explanation of nesponses.

- \* 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).

Stock options (rights to buy Sunoco, Inc. common stock) exercisable two years from the date of grant, pursuant to the Sunoco, Inc.

(1) Long-Term Performance Enhancement Plan II ("LTPEP II"), in a transaction exempt under Rule 16b-3. These stock options were granted with tandem appreciation rights ("Limited Rights") that may be exercised for cash only in the event of a change in control of Sunoco, Inc.

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.