

MacDonald Brian P  
Form 4  
March 29, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
MacDonald Brian P

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  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/25/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP & Chief Financial Officer

PHILADELPHIA, PA 19103

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/25/2011		M		36,033 A \$ 26.9	D	
Common Stock	03/25/2011		S		13,552 D \$ 45.75	D	
Common Stock	03/25/2011		S		13,578 D \$ 45.6	D	
Common Stock	03/25/2011		M		20,100 A \$ 28.2	D	
Common Stock	03/25/2011		S		15,482 D \$ 45.64	D	

Edgar Filing: MacDonald Brian P - Form 4

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)

**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
Stock Options (Right to Buy)	\$ 26.9	03/25/2011	(1)	M(2)	36,033	08/31/2010(4) 08/30/2019	Common Stock	36,033
Stock Options (Right to Buy)	\$ 28.2	03/25/2011	(1)	M(3)	20,100	03/03/2011(5) 03/03/2020	Common Stock	20,100

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MacDonald Brian P 1735 MARKET STREET PHILADELPHIA, PA 19103			SVP & Chief Financial Officer	

## Signatures

/s/ John J. DiRocco, Jr.,  
Attorney-in-Fact

03/29/2011

\*\*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).

(1) Not Applicable

(2) Cashless exercise of 36,033 stock options granted in 2009 at an option price of \$26.90 in compliance with Rule 16b-3 under the Sunoco, Inc. Long-Term Performance Enhancement Plan II for net of 8,903 shares of Sunoco, Inc. common stock issued to reporting person.

## Edgar Filing: MacDonald Brian P - Form 4

- (3) Cashless exercise of 20,100 stock options granted in 2010 at an option price of \$28.20 in compliance with Rule 16b-3 under the Sunoco, Inc. Long-Term Performance Enhancement Plan II for net of 4,618 shares of Sunoco, Inc. common stock issued to reporting person.

Stock options (right to buy Sunoco, Inc. common stock) exercisable in one-third installments on the anniversary of the date of grant (i.e.

- (4) the first installment exercisable on August 31, 2010, the second installment exercisable on August 31, 2011, and the remaining installment exercisable on August 31, 2012), pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan II, in a transaction exempt under Rule 16b-3.

Stock options (right to buy Sunoco, Inc. common stock) exercisable in one-third installments on the anniversary of the date of grant (i.e.

- (5) the first installment exercisable on March 3, 2011, the second on March 2, 2012, and the remaining installment exercisable on March 1, 2013), pursuant to the Sunoco, Inc. Long-Term Performance Enhancement Plan II, in a transaction exempt under Rule 16b-3.

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.