

SUNOCO INC  
Form S-8 POS  
November 03, 2006

As filed with the Securities and Exchange Commission on November 3, 2006

Registration No. 33-10055

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 2**

**to**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**SUNOCO, INC.**

(Exact name of registrant as specified in its charter)

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**Pennsylvania**  
(State or other jurisdiction of  
incorporation or organization)

1735 Market Street - Suite LL

Philadelphia, Pennsylvania 19103-7583

(Address of Principal Executive Offices) (Zip Code)

**23-1743282**  
(I.R.S. Employer

Identification No.)

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**SUNOCO, INC. LONG-TERM INCENTIVE PLAN**

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(Full title of the plan)

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**Joseph P. Krott, Comptroller**

**1735 Market Street - Suite LL**

**Philadelphia, Pennsylvania 19103-7583**

(Name and address of agent for service)

**(215) 977-3000**

(Telephone number, including area code, of agent for service)

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**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 2 relates to the Registration Statement on Form S-8 (File No. 33-10055) (the "Registration Statement") of Sunoco, Inc. (the "Company"), which was filed with the Securities and Exchange Commission on November 10, 1981, and amended by Post-Effective Amendment No. 1 filed with the Securities and Exchange Commission on April 29, 1991]. The Registration Statement registered shares of the Company's common stock, par value \$1.00 per share, and an indeterminate amount of participation interests for issuance pursuant to the Company's Long Term Incentive Plan (the "Plan"). The Plan has been terminated, all participation in the Plan has ceased and there are no interests remaining outstanding under the Plan. Accordingly, the Company is filing this Post-Effective Amendment No. 2 to deregister the shares of common stock and the participation interests of the Company that were registered on the Registration Statement

**SIGNATURES**

The Registrant. Pursuant to the requirements of the Securities Act of 1933 and Rule 478(a) thereunder, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania, as of the 2nd day of November, 2006.

SUNOCO, INC.

By: /s/ JOSEPH P. KROTT  
Joseph P. Krott  
Comptroller

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to Registration Statement has been signed by or on behalf of the following persons in the capacities indicated, as of this 2nd day of November, 2006.

/s/ ROBERT J. DARNALL  
Robert J. Darnall, Director

/s/ JOHN P. JONES, III  
John P. Jones, III, Director

/s/ JOHN G. DROSDICK  
John G. Drosdick, Chairman,  
Chief Executive Officer,  
President and Director  
(Principal Executive Officer)

/s/ JAMES G. KAISER  
James G. Kaiser, Director

/s/ URSULA O. FAIRBAIRN  
Ursula O. Fairbairn, Director

/s/ JOSEPH P. KROTT  
Joseph P. Krott, Comptroller  
(Principal Accounting Officer)

/s/ THOMAS P. GERRITY  
Thomas P. Gerrity, Director

/s/ R. ANDERSON PEW  
R. Anderson Pew, Director

/s/ ROSEMARIE B. GRECO  
Rosemarie B. Greco, Director

/s/ G. JACKSON RATCLIFFE  
G. Jackson Ratcliffe, Director

/s/ THOMAS W. HOFMANN  
Thomas W. Hofmann, Senior Vice  
President and Chief Financial Officer  
(Principal Financial Officer)

/s/ JOHN W. ROWE  
John W. Rowe, Director

/s/ JOHN K. WULFF  
John K. Wulff, Director

**SIGNATURES**

The Plan. Pursuant to the requirements of the Securities Act of 1933 and Rule 478(a) thereunder, the trustees or other persons who administer the Plan have duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on behalf of the Plan by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania, as of the 2nd day of November, 2006.

SUNOCO, INC. LONG-TERM INCENTIVE PLAN

By: /s/ ROLF D. NAKU  
Rolf D. Naku  
Senior Vice President, Human Resources and Public  
Affairs