

SUNOCO INC
 Form 3
 February 06, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol	5. If Amendment, Date Original Filed(Month/Day/Year)
À Kelley Vincent J			02/02/2006	SUNOCO INC [SUN]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	
1735 MARKET STREET				(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)				___ Director ___ 10% Owner	_X_ Form filed by One Reporting Person
PHILADELPHIA, PA	PA	19103-7583		_X_ Officer ___ Other (give title below) (specify below)	___ Form filed by More than One Reporting Person
(City)	(State)	(Zip)		Senior Vice President	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	8,822	D	À
Common Stock	1,844	I	ESOP Trust

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Phantom Stock	Â (2)	Â (2)	Common Stock	611	\$ (1)	D	Â
Stock Options (Right to buy)	12/01/2006	12/01/2014	Common Stock	14,000	\$ 41.28	D	Â
Stock Options (Right to buy)	11/30/2007	11/30/2015	Common Stock	8,000	\$ 77.54	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelley Vincent J 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Â	Â	Â Senior Vice President	Â

Signatures

Louisa K. Cresson, Attorney-in-fact for Vincent J. Kelley
 02/06/2006
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

- (2) Not Applicable
- (1) Conversion rate is 1 for 1.

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.