

MacDonald Brian P
Form 4
March 29, 2011

FORM 4

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

OMB APPROVAL

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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 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	

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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
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.

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- (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. 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.
- (4)

- Stock options (right to buy Sunoco, Inc. common stock) exercisable in one-third installments on the anniversary of the date of grant (i.e. 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.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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