

SUNOCO INC
Form DEFA14A
April 19, 2011

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Sunoco, Inc.

(Name of the Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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- .. Fee paid previously with preliminary materials.

- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Dear Shareholder:

Thank you for being a shareholder of Sunoco, Inc. By now, you should have received your proxy statement, annual report and proxy card for the Sunoco, Inc. 2011 Annual Meeting of Shareholders, which will be held on May 5, 2011.

According to our records, your shares have not yet been voted. **Please vote today!** Your vote is extremely important to us. The fastest way to vote is by telephone or internet. **Instructions on how to vote your shares are on the enclosed proxy card.**

Your Board of Directors recommends the following votes for each of the respectively numbered proposals outlined in the proxy statement:

- 1. A vote FOR all director nominees;**
- 2. A vote FOR the appointment of Ernst & Young LLP as independent registered public accounting firm for fiscal year 2011;**
- 3. A vote FOR advisory approval of the resolution on executive compensation;**
- 4. A vote of 1 YEAR frequency for the advisory vote on the frequency of future advisory votes; and**
- 5. A vote AGAINST the shareholder proposal regarding equity awards.**

If you have any questions or need assistance voting, please contact Morrow & Co., Inc., our proxy solicitor, at 1-800-607-0088.

Thank you for your time and participation in the voting process. We appreciate your input.

Stacy L. Fox

Senior Vice President, General Counsel

and Corporate Secretary