GRECO ROSEMARIE B

Form 4

December 10, 2007

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

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response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

subject to Section 16. Form 4 or Form 5 obligations

may continue.

if no longer

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GRECO ROSEMARIE B

5. Relationship of Reporting Person(s) to Issuer

Symbol

SUNOCO INC [SUN]

(Month/Day/Year)

12/07/2007

(Check all applicable)

(Last)

(City)

1.Title of

Security

(Instr. 3)

(First) (Middle) 3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

X Director Officer (give title Other (specify

1735 MARKET STREET

below) 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year)

(Instr. 8)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PHILADELPHIA, PA 19103-7583

(Street)

(State) (Zip) 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

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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	2.	3. Transaction Date	3A. Deemed
Derivative	Conversion	(Month/Day/Year)	Execution Date, if
Security	or Exercise		any
(Instr. 3)	Price of		(Month/Day/Year)

4.	5. Number of
Transactio	orDerivative
Code	Securities
(Instr 8)	Acquired (A)

6. Date Exercisable and	7. Title and Amount of
Expiration Date	Underlying Securities
(Month/Day/Year)	(Instr. 3 and 4)

8. Pı

Deri

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	Derivative Security			or Dispose (D) (Instr. 3, 4 and 5)					
			Code V	V (A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Share Units	<u>(1)</u>	12/07/2007	A	45.385	(2)	<u>(2)</u>	Common Stock	45.385	\$ 63
Phantom Stock Units	(1)	12/07/2007	A	99.21	(2)	(2)	Common Stock	99.21	\$ 6:

Reporting Owners

Reporting Owner Name / Address	Relationships				
reporting owner name, names	Director	10% Owner	Officer	Other	
GRECO ROSEMARIE B 1735 MARKET STREET	X				
PHILADELPHIA, PA 19103-7583	71				

Signatures

Louisa K. Cresson, Attorney-in-fact for Rosemarie B.

Greco

12/10/2007

**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).
- (2) Not Applicable
- (1) Conversion rate is 1 for 1.
- Total of 10,862.512 Restricted Share Units beneficially owned following reported transaction (35.533 Restricted Share Units under
- (3) Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 9.852 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II.)
- Total of 23,744.802 Phantom Stock Units beneficially owned following reported transaction (72.695 Phantom Stock Units under Sunoco, (4) Inc.'s Directors' Deferred Compensation Plan I and 26.515 Phantom Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation

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.

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