

Pickering John D  
Form 4  
October 10, 2012

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pickering John D

(Last) (First) (Middle)

1818 MARKET STREET, SUITE  
1500

(Street)

PHILADELPHIA, PA 19103-7583

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

SUNOCO INC [SUN]

3. Date of Earliest Transaction  
(Month/Day/Year)

10/05/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check  
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**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common<br>Stock                       | 10/05/2012                              |   | D                                    | 3,310 D <u>(1)</u>   | 0  | D  |   |
| Common<br>Stock                       | 10/05/2012                              |   | D                                    | 5,322 D <u>(2)</u>   | 1,012  | I  | ESOP<br>Trust   |

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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**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) |                 | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|---|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title   | Amount or Number of Shares |
| Stock Options (Right to Buy)               | \$ 23.46   | 10/05/2012                           |  | D                              |   | 6,600  |     | (3)   | 03/03/2020      | Common Stock  | 6,600                      |
| Common Stock Unit                          | (4)  | 10/05/2012                           |  | D                              |   | 2,480  |     | (5)   | (5)             | Common Stock  | 2,480                      |
| Common Stock Unit                          | (4)  | 10/05/2012                           |  | D                              |   | 1,760  |     | (6)   | (6)             | Common Stock  | 1,760                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| Pickering John D<br>1818 MARKET STREET<br>SUITE 1500<br>PHILADELPHIA, PA 19103-7583 |               |           | Senior Vice President |       |

## Signatures

/s/ John J. DiRocco, Jr.,  
Attorney-in-Fact

10/10/2012

\*\*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) Disposed of pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), in exchange for: (a) the right to receive approximately 1,736 ETP common units; and (b) approximately \$82,750 in cash (less applicable taxes and fees).
- (2)

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Pursuant to the merger agreement, the issuer stock fund in 401(K) plan was liquidated by trustee, during the period from September 19, 2012 through September 26, 2012, in open market sale transactions at prevailing prices ranging from \$46.57 to \$46.85.

- (3) Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these options were canceled, in exchange for the right to receive a cash payment of approximately \$175,164 (less applicable taxes and fees), representing the difference between the exercise price of the option and the cash election consideration (\$50 per share).
- (4) Conversion rate is 1 for 1.
- (5) Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these time-vested common stock units of the issuer were canceled in exchange for the right to receive a cash payment of approximately \$124,000 (less applicable taxes and fees), representing an amount equal to the product of the total number of such common stock units multiplied by the per cash consideration of \$50.
- (6) Pursuant to merger agreement between issuer and Energy Transfer Partners, L.P. (NYSE: ETP), these time-vested common stock units of the issuer were canceled in exchange for the right to receive a cash payment of approximately \$88,000 (less applicable taxes and fees), representing an amount equal to the product of the total number of such common stock units multiplied by the per cash consideration of \$50.

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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