OWENS ROBERT W

Form 4 March 13, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1 Name and Address of Reporting Person *

03/09/2012

03/09/2012

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

1(b).

Common

Common

Stock

Stock

(Print or Type Responses)

OWENS ROBERT W			Symbol	Symbol SUNOCO INC [SUN]			Issuer			
	(Last)	(First) (M	liddle) 3. Date o	f Earliest T	ransaction	(Check all applicable)				
	· · ·	, , ,	(Month/I			Director	10%	Owner		
	1818 MARK 1500	KET STREET, SU	·	03/09/2012			X Officer (give title Other (specify below) Senior Vice President			
(Street)			4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
	PHILADEL	PHIA, PA 19103-	`	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State) ((Zip) Tabl	le I - Non-I	Derivative Securities Acq	uired, Disposed of	f, or Beneficiall	ly Owned		
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					` '	transaction(s)				

Code V Amount

2,880

882

M

 $F^{(1)}$

(D)

A

Price

\$0

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Transaction(s) (Instr. 3 and 4)

D

D

20,851

19,969

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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)	Code	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		8. Price Derive Securior (Instr.
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Unit (2)	<u>(3)</u>	03/09/2012	M	2,880	<u>(4)</u>	<u>(4)</u>	Common Stock	2,880	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
OWENS ROBERT W 1818 MARKET STREET SUITE 1500 PHILADELPHIA, PA 19103-7583			Senior Vice President			

Signatures

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

**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).
- Vesting and payout of 2,880 restricted common stock units, awarded in March 2011 pursuant to the Sunoco, Inc. Long-Term Performance (1) Enhancement Plan III ("LTPEPIII"), for net of 1,998 shares of Sunoco, Inc. common stock issued to reporting person (882 shares used for tax withholding obligation).
- Award of restricted common stock units pursuant to the Sunoco, Inc. LTPEPIII in a transaction exempt under Rule 16b-3. These restricted common stock units vest ratably in increments of one-third at the end of each of three annual vesting cycles. Incremental settlement is contingent only upon the continued employment of reporting person with the Company through the end of each annual vesting cycle.
- (3) Conversion rate is 1 for 1.
- (4) Not Applicable

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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