

MATTHEWS NORMAN S
 Form 4/A
 June 21, 2005

FORM 4

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

OMB APPROVAL

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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 *
 MATTHEWS NORMAN S

(Last) (First) (Middle)
 1801 MARKET STREET
 (Street)
 PHILADELPHIA, PA 19103-1699
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 SUNOCO INC [SUN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/05/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/17/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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)
				(A) or (D)	Code V Amount (D) Price		

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

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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	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 Underlying Security (Instr. 3 and 4)

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Derivative Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units	(1)	05/05/2005	A	(2)	60.007		08/08/1988	08/08/1988	Common Stock
Phantom Stock Units	\$ 0	05/05/2005	M	(3)	11,190.396		08/08/1988	08/08/1988	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATTHEWS NORMAN S 1801 MARKET STREET PHILADELPHIA, PA 19103-1699			X	

Signatures

John J. DiRocco, Jr., Attorney-in-fact for Norman S. Matthews
 06/21/2005
 **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).
- (3) Conversion of 11,250.401 phantom stock units to cash units having an equivalent market value of \$1,123,341.31 (using a price of \$99.849 per share unit). These phantom stock units were previously acquired under the Sunoco, Inc. Directors' Deferred Compensation Plan in transactions exempt under Rule 16b-3(d).
- (1) The conversion rate is 1 for 1.
- (2) This amendment is being filed to correct the number of share units representing voluntary deferred compensation pursuant to the Sunoco, Inc. Directors' Deferred Compensation Plan, in transactions exempt under Rule 16b-3(d)(1). The correct number of phantom stock units acquired is 188.701 and not the previously reported 128.694 (an increase of 60.007 share units acquired). The conversion rate is 1 for 1.

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.