SUNOCO INC
Form 8-K
December 12, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15 (d) of the

Securities Exchange Act of 1934

Date of Report   December 11, 2006

(Date of earliest event reported)

SUNOCO, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania	**1-6841**	**23-1743282**
(State or other jurisdiction	**(Commission File Number)**	**(IRS Employer**
of incorporation)		**Identification Number)**

1735 Market Street, Suite LL, Philadelphia, PA 19103-7583

(Address of principal executive offices)

(215) 977-3000

(Registrant s telephone number, including area code)

Check the appropriate box below if the form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 to Form 8-K):

¨   Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

¨   Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 24.14a-12)

¨   Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

¨   Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 40.13e-4(c))

Item 8.01. <u>Other Events</u>.

On December 11, 2006, the Registrant issued a press release relating to the pricing of $400 million of its Senior Notes due January 15, 2017. The press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. <u>Financial Statements and Exhibits</u>.

(d) Exhibits.

99.1 Press release dated December 11, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: December 12, 2006   SUNOCO, INC.

                                                        By: /s/ Joseph P. Krott
                                                             Joseph P. Krott
                                                             Comptroller
                                                             (Principal Accounting Officer)