

SUNOCO INC
Form 8-K
May 19, 2008

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 (Date of earliest event reported): May 16, 2008

SUNOCO, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation)

1-6841
(Commission file number)

23-1743282
(IRS employer identification
number)

1735 Market Street, Suite LL, Philadelphia, PA
(Address of principal executive offices)

19103-7583
(Zip Code)

(215) 977-3000

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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 240.14a-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 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On Friday, May 16, 2008, Sunoco, Inc. (the Company) announced that Michael H. R. Dingus will be retiring both as a Senior Vice President of the Company, and as President of its SunCoke Energy, Inc. subsidiary (SunCoke Energy) and that, effective Friday, May 30, 2008, Michael J. Thomson, a Company Vice President who is currently the Executive Vice President and Chief Operating Officer of SunCoke Energy, will succeed Mr. Dingus as Senior Vice President of the Company, and as President of SunCoke Energy.

A copy of the Company s press release, announcing these changes, is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Sunoco, Inc. Press Release, dated May 16, 2008.

Safe Harbor Statement

Statements contained in the exhibits to this report that state the Company s or its management s expectations or predictions of the future are forward-looking statements intended to be covered by the safe harbor provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934. The Company s actual results, or other expectations, could differ materially from those projected in such forward-looking statements. Factors that could affect those results, or other expectations, include those mentioned in the documents that the Company has filed with the Securities and Exchange Commission.

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 hereunto duly authorized.

SUNOCO, INC.

(Registrant)

Date: May 16, 2008

/s/ Joseph P. Krott
Joseph P. Krott

Comptroller

(Principal Accounting Officer)

EXHIBIT INDEX

Exhibit Number	Exhibit
99.1	Sunoco, Inc. Press Release, dated May 16, 2008.