

SUNOCO INC
Form S-8 POS
November 03, 2006

As filed with the Securities and Exchange Commission on November 3, 2006

Registration No. 2-53283

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 7

to

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

SUNOCO, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of

incorporation or organization)

23-1743282
(I.R.S. Employer

Identification No.)

1735 Market Street - Suite LL

Philadelphia, Pennsylvania 19103-7583

(Address of Principal Executive Offices) (Zip Code)

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SUN COMPANY, INC. AND SUBSIDIARIES STOCK SUPPLEMENT PLAN

(Full title of the plan)

Joseph P. Krott, Comptroller

1735 Market Street - Suite LL

Philadelphia, Pennsylvania 19103-7583

(Name and address of agent for service)

(215) 977-3000

(Telephone number, including area code, of agent for service)

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 7 relates to the Registration Statement on Form S-8 (File No. 2-53283) (the "Registration Statement") of Sunoco, Inc. (the "Company"), which was filed with the Securities and Exchange Commission on April 8, 1975, and amended by: Post-Effective Amendment No. 1 (filed April 30, 1975); Post-Effective Amendment No. 2 (filed April 28, 1980); Post-Effective Amendment No. 3 (filed April 30, 1981); Post-Effective Amendment No. 4 (filed April 28, 1982); Post-Effective Amendment No. 5 (filed April 29, 1983); and Post-Effective Amendment No. 6 (filed April 29, 1991). The Registration Statement registered shares of the Company's common stock, par value \$1.00 per share, and participation interests for issuance pursuant to the Sun Company, Inc. and Subsidiaries Stock Supplement Plan (the "Plan"). The Plan has been terminated, all participation in the Plan has ceased and there are no interests remaining outstanding under the Plan. Accordingly, the Company is filing this Post-Effective Amendment No. 7 to deregister the shares of common stock and the participation interests of the Company that were registered on the Registration Statement but were not issued at the termination of the Plan.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933 and Rule 478(a) thereunder, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania, as of the 2nd day of November, 2006.

SUNOCO, INC.

By: /s/ JOSEPH P. KROTT
Joseph P. Krott
Comptroller

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to Registration Statement has been signed by or on behalf of the following persons in the capacities indicated, as of this 2nd day of November, 2006.

/s/ ROBERT J. DARNALL
Robert J. Darnall, Director

/s/ JOHN G. DROSDICK
John G. Drosdick, Chairman,
Chief Executive Officer,
President and Director
(Principal Executive Officer)

/s/ URSULA O. FAIRBAIRN
Ursula O. Fairbairn, Director

/s/ THOMAS P. GERRITY
Thomas P. Gerrity, Director

/s/ ROSEMARIE B. GRECO
Rosemarie B. Greco, Director

/s/ THOMAS W. HOFMANN
Thomas W. Hofmann, Senior Vice
President and Chief Financial Officer
(Principal Financial Officer)

/s/ JOHN P. JONES, III
John P. Jones, III, Director

/s/ JAMES G. KAISER
James G. Kaiser, Director

/s/ JOSEPH P. KROTT
Joseph P. Krott, Comptroller
(Principal Accounting Officer)

/s/ R. ANDERSON PEW
R. Anderson Pew, Director

/s/ G. JACKSON RATCLIFFE
G. Jackson Ratcliffe, Director

/s/ JOHN W. ROWE
John W. Rowe, Director

/s/ JOHN K. WULFF
John K. Wulff, Director

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Act of 1933 and Rule 478(a) thereunder, the trustees or other persons who administer the Plan have duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on behalf of the Plan by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania, as of the 2nd day of November, 2006.

SUNOCO, INC. AND SUBSIDIARIES STOCK
SUPPLEMENT PLAN

By: /s/ ROLF D. NAKU

Rolf D. Naku

Senior Vice President, Human Resources and
Public Affairs