

SECURITIES AND EXCHANGE COMMISSION

Self-Regulatory Organizations; Notice of Application of Sunoco, Inc. to Withdraw its Common Stock, \$1.00 par value, from Listing and Registration on the Philadelphia Stock Exchange, Inc. File No. 1-06841

October 31, 2005

On October 3, 2005, Sunoco, Inc., a Pennsylvania corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act"),¹ and Rule 12d2-2(d) thereunder,² to withdraw its common stock, \$1.00 par value ("Security"), from listing and registration on the Philadelphia Stock Exchange, Inc. ("Phlx" or "Exchange").

The Board of Directors ("Board") of the Issuer approved resolutions on September 1, 2005 to withdraw the Security from listing on the Exchange. The Issuer stated that the following reasons factored into the Board's decision to withdraw the Security from Phlx: (i) the Issuer maintains the principal listing for the Security on the New York Stock Exchange ("NYSE"); (ii) since the Sarbanes-Oxley Act of 2002, new, more stringent corporate governance rules have been adopted by various exchanges, including NYSE and Phlx; (iii) maintaining multiple listings and compliance with the rules and disclosure requirements of both NYSE and Phlx requires administrative time and internal costs; and (iv) the benefits of continued listing on Phlx are outweighed by the administrative burden and internal cost of such listing.

The Issuer stated in its application that it has complied with the requirements of Phlx Rule 809 governing an issuer's voluntary withdrawal of a security from listing and registration by providing the required documents for withdrawal from Phlx. The Issuer's application relates

¹ 15 U.S.C. 78l(d).

² 17 CFR 240.12d2-2(d).

solely to the withdrawal of the Security from listing on Phlx, and shall not affect its continued listing on NYSE or its obligation to be registered under Section 12(b) of the Act.³

Any interested person may, on or before November 21, 2005, comment on the facts bearing upon whether the application has been made in accordance with the rules of Phlx, and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters may be submitted by either of the following methods:

Electronic comments:

- Send an e-mail to rule-comments@sec.gov. Please include the File Number 1-06841 or;

Paper comments:

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-9303.

All submissions should refer to File Number 1-06841. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/delist.shtml>). Comments are also available for public inspection and copying in the Commission's Public Reference Room. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

³ 15 U.S.C. 781(b).

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁴

Jonathan G. Katz
Secretary

⁴ 17 CFR 200.30-3(a)(1).