

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>FRETZ DEBORAH M</u>  (Last) (First) (Middle) <u>1801 MARKET STREET</u>  (Street) <u>PHILADELPHIA PA 19103</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SUNOCO LOGISTICS PARTNERS LP [ SXL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Director, President &amp; CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2005</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units	02/01/2005		M <sup>(1)</sup>		34,742	A	\$0	36,342	D	
Common Units	02/01/2005		M <sup>(1)</sup>		25,000	A	\$0	61,342	D	
Common Units	02/01/2005		M <sup>(2)</sup>		63,967	A	\$0	125,309	D	
Common Units	02/01/2005		F		50,352	D	\$40.65	74,957	D	

**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 Derivative Security	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 Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Units	\$0	02/01/2005		M <sup>(1)</sup>			34,742	08/08/1988	08/08/1988	Common Units 34,742	\$0	25,000	D	
Restricted Units	\$0	02/01/2005		M <sup>(1)</sup>			25,000	08/08/1988	08/08/1988	Common Units 25,000	\$0	0	D	
Restricted Units	\$0 <sup>(3)</sup>	02/01/2005		A <sup>(2)</sup>		63,967		08/08/1988	08/08/1988	Common Units 44,484	\$0	63,967	D	
Restricted Units	\$0	02/01/2005		M <sup>(1)</sup>			63,967	08/08/1988	08/08/1988	Common Units 44,484	\$0	0	D	

**Explanation of Responses:**

- Settlement in transaction exempt under Rule 16(b)3 of restricted units granted on July 23, 2002 under the Sunoco Partners LLC Long Term Incentive Plan ("LTIP"). Payout settled in common units at the end of the applicable performance period.
- Consists of 25,000 and 38,967 restricted units, representing final vested portion of awards ("launch" and "initial" grants, respectively) made to reporting person on July 23, 2002 under the Sunoco Partners LLC Long Term Incentive Plan ("LTIP"). Payout settled in common units at the end of the applicable performance period.
- The conversion rate is 1 for 1.

/s/ Bruce D. Davis, Jr.,  
Attorney-in-fact for

02/03/2005

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.