

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>FRETZ DEBORAH M</b>  (Last) (First) (Middle) <b>1735 MARKET STREET</b>  (Street) <b>PHILADELPHIA PA 19103-7583</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>SUNOCO LOGISTICS PARTNERS L.P. [ SXL ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Director, President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/23/2009</b>	
	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	02/23/2009		s <sup>(1)</sup>		200	D	\$49.19	135,159	D	
Common Units	02/23/2009		s <sup>(1)</sup>		100	D	\$49.22	135,059	D	
Common Units	02/23/2009		s <sup>(1)</sup>		100	D	\$49.26	134,959	D	
Common Units	02/23/2009		s <sup>(1)</sup>		500	D	\$49.28	134,459	D	
Common Units	02/23/2009		s <sup>(1)</sup>		100	D	\$49.29	134,359	D	
Common Units	02/23/2009		s <sup>(1)</sup>		1,200	D	\$49.3	133,159	D	
Common Units	02/23/2009		s <sup>(1)</sup>		200	D	\$49.33	132,959	D	
Common Units	02/23/2009		s <sup>(1)</sup>		233	D	\$49.34	132,726	D	
Common Units	02/23/2009		s <sup>(1)</sup>		200	D	\$49.35	132,526	D	
Common Units	02/23/2009		s <sup>(1)</sup>		267	D	\$49.37	132,259	D	
Common Units	02/23/2009		s <sup>(1)</sup>		600	D	\$49.38	131,659	D	
Common Units	02/23/2009		s <sup>(1)</sup>		300	D	\$49.41	131,359	D	
Common Units	02/23/2009		s <sup>(1)</sup>		1,230	D	\$49.44	130,129	D	
Common Units	02/23/2009		s <sup>(1)</sup>		400	D	\$49.47	129,729	D	
Common Units	02/23/2009		s <sup>(1)</sup>		600	D	\$49.5	129,129	D	
Common Units	02/23/2009		s <sup>(1)</sup>		200	D	\$49.53	128,929	D	
Common Units	02/23/2009		s <sup>(1)</sup>		100	D	\$49.55	128,829	D	
Common Units	02/23/2009		s <sup>(1)</sup>		140	D	\$49.56	128,689	D	
Common Units	02/23/2009		s <sup>(1)</sup>		100	D	\$49.58	128,589	D	
Common Units	02/23/2009		s <sup>(1)</sup>		100	D	\$49.62	128,489	D	
Common Units	02/23/2009		s <sup>(1)</sup>		372	D	\$49.63	128,117	D	
Common Units	02/23/2009		s <sup>(1)</sup>		98	D	\$49.64	128,019	D	
Common Units	02/23/2009		s <sup>(1)</sup>		100	D	\$49.71	127,919	D	
Common Units	02/23/2009		s <sup>(1)</sup>		160	D	\$49.96	127,759	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)
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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative (Instr. 3)	2. Conversion Date (Month/Day/Year)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code V (Instr. 8)	(A) or (D)	Number of Derivative Securities Acquired or Disposed of (Instr. 3, 4 and 5)	Date Exercisable (Month/Day/Year)	Expiration Date (Month/Day/Year)	Title and Amount of Underlying Derivative	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Trading (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
<p>1. All reported sales have been made pursuant to a Rule 10b5-1 trading plan that was announced publicly on February 17, 2009 and became effective on February 23, 2009.</p>													
									<p>/s/ Marci K. Donnelly, attorney-in-fact for Deborah M. Fretz</p>		02/24/2009		
** Signature of Reporting Person											Date		
<p>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. 1013 and 18 U.S.C. 780(a).            Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see instruction 6 for procedure.</p>													

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