

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* <u>Energy Transfer Partners, L.P.</u> (Last) (First) (Middle) <u>8111 WESTCHESTER DRIVE</u> (Street) <u>DALLAS TX 75225</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sunoco LP [SUN]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>11/30/2015</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/03/2015</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	11/30/2015		C		10,939,436 ⁽¹⁾	A	⁽²⁾	37,776,746	I	See footnote ⁽³⁾

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	Title	Amount or Number of Shares				
Subordinated Units	⁽²⁾	11/30/2015		C			10,939,436 ⁽¹⁾	⁽²⁾	⁽²⁾	Common Units	10,939,436 ⁽¹⁾	⁽²⁾	0	I ⁽²⁾ (3)	See footnote ⁽³⁾

Explanation of Responses:

1. On December 2, 2015, the Reporting Person incorrectly reported the aggregate number of common units held after the conversion instead of the number of subordinated units that were converted into common units.
2. Effective November 30, 2015, the 6,235,478 SUN subordinated units held by ETP Holdco Corporation and the 4,703,958 SUN subordinated units held by Heritage Holdings, Inc., all converted on a one-for-one basis into SUN common units upon the expiration of the subordination period as set forth in the Issuer's agreement of limited partnership.
3. Giving effect to the conversion, ETP Holdco Corporation, an indirect wholly-owned subsidiary of Energy Transfer Partners, L.P. ("ETP") owns 18,808,703 SUN common units, and Heritage Holdings, Inc., an indirect wholly-owned subsidiary of ETP, owns 14,189,021 SUN common units. In addition, 3,983,540 SUN common units are owned by ETC M-A Acquisition LLC ("ETC M-A"), and 795,482 SUN common units are owned by ETP Retail Holdings LLC ("ETP Retail Holdings"). Both ETC M-A and ETP Retail Holdings are wholly-owned subsidiaries of ETP.

Remarks:

Energy Transfer Partners, L.P., by its general partner Energy Transfer Partners GP, L.P., by its general partner Energy Transfer Partners, L.L.C., by William J. Healy, Associate General Counsel and Assistant Secretary 12/03/2015

** 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.

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