

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Bray Basil Leon</u>  (Last) (First) (Middle) <u>6602 BARRINGTON GREEN</u>  (Street) <u>HOUSTON TX 77069</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SUNOCO LOGISTICS PARTNERS L.P. [ SXL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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	12/31/2015		M		4,978	A	\$0.00	6,978	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						Title
Restricted Units	(1)	12/31/2015		M			4,978	(2)	(2)	Common Units	4,978	\$0.00	8,324	D	
Restricted Units	(1)	01/04/2016		A		3,900 <sup>(3)</sup>		(4)	(4)	Common Units	3,900	\$0.00	12,224	D	

**Explanation of Responses:**

- Each Restricted Unit represents a contingent right to receive one Common Unit of SXL.
- Not applicable.
- This Form 4 is being filed to report a grant of Restricted Units pursuant to the Sunoco Partners LLC ("Company") Amended and Restated Long-Term Incentive Plan ("LTIP") in a transaction exempt under Rule 16b-3. These restricted units vest ratably in increments of sixty percent after three years and the additional forty percent after five years. Incremental settlement is contingent only upon the individual continuing as a Director of the Company through the end of each vesting cycle.
- The Restricted Units will vest incrementally over five years contingent only upon the individual continuing as a Director of the Company through the end of each vesting cycle.

**Remarks:**

Kathleen Shea-Ballay, 01/05/2016  
Attorney-in-fact for Mr. Bray

\*\* 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.