## SEC Form 4

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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
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:

ш	hours per response:	0.5								
Estimated average burden										

	s of Reporting Persor	1*	2. Issuer Name <b>and</b> Ticker or Trading Symbol SUNOCO LOGISTICS PARTNERS L.P.	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Hennigan Mic</u>	<u>Illael J</u>		SXL]	X	Director	10% Owner			
(Last) (First) (Middle) 1818 MARKET ST., STE 1500		(Middle)	1		Officer (give title below)	Other (specify below)			
		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/06/2014		President and C	,			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
PHILADELPHIA PA 19103		19103		X	Form filed by One Reporting Person				
(City)	(State)	(Zip)			Form filed by More than O Person	One Reporting			
	Та	ble I - Non-Deriva	tive Securities Acquired, Disposed of, or Benefi	cially (	Dwned				

#### 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)			4. Securities / Disposed Of ( 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(11311. 4)
Common Units	10/06/2014		<b>M</b> <sup>(1)</sup>		72,000	Α	\$ <mark>0</mark>	275,722 <sup>(2)</sup>	D	
Common Units	10/06/2014		F		34,979	D	\$47.54	240,743	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. Transa Code ( 8)		of		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				
Restricted Units	(3)	10/06/2014		M <sup>(1)</sup>			72,000	(3)	(3)	Common Units	72,000	\$ <mark>0</mark>	308,470 <sup>(2)</sup>	D	

### Explanation of Responses:

1. Settlement of transaction exempt under Rule 16b-3 of Restricted Units granted in December 2012.under the Sunoco Partners LLC Long-Term Incentive Plan.

2. On June 12, 2014, the common units of SXL split 2-for-1 resulting in a 100% increase in the reporting person's holdings.

3. Not applicable.

Kathleen Shea-Ballay, Attorney-in-fact for Mr. <u>Hennigan</u>

10/06/2014

\*\* 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.