FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	VAL			
	OMB Number:	3235-0287			
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l	hours per response:	0.5			

	Check this box if no longer subject to								
٦.	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* EDWARDS GARY W (Last) (First) (Middle) 1735 MARKET STREET						Sunoco Logistics Partners LP [SXL] 3. Date of Earliest Transaction (Month/Day/Year) 02/14/2008										eck all appli X Direct Office below	icable) or r (give title)	below	wner (specify
(Street) PHILADELPHIA PA 19103-7583 (City) (State) (Zip)				33	4. If Amendment, Date of Original Filed (Month/Day/Year)									Line	ndividual or Joint/Group Filing (Check Applicable e) X 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. Transat Date (Month/Date)						ction 2A. Deemed Execution Date			3. Transaction Code (Instr.			4. Securities Acquired (A) Disposed Of (D) (Instr. 3,				Benefic	es ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
										Code	v	Amount	nt (A) or (D)		rice	Transac (Instr. 3	tion(s)		(
	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. Deeme Execution if any (Month/Day	Date, T	ransaction Code (Instr.				6. Date Exercisa Expiration Date (Month/Day/Year			Amount of		of es ing ve Secu		8. Price of Derivative Security (Instr. 5)		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				C	Code	v	(A)	(D)	Date Exe	e ercisable	Ex Da	piration ite	Title	Amo or Num of Sha	ber				
Restricted Units	(1)	02/14/2008			A ⁽²⁾		142			(3)		(3)	Commo Units	n 14	12	\$52.393	2,656	D	
Voluntary Deferred Restricted Units	(1)	02/14/2008			A ⁽⁴⁾		230			(3)		(3)	Commo Units	n 23	80	\$52.393	3,025	D	

Explanation of Responses:

- 1. The conversion rate is 1 for 1.
- 2. Restricted Units acquired pursuant to the Directors' Mandatory Deferred Compensation Account, in transactions exempt under Rule 16b-3(d).
- 3. Not Applicable
- 4. Crediting of restricted units representing voluntary deferred compensation pursuant to the Directors' Deferred Compensation Plan, in transactions exempt under Rule 16b-3(d).

Bruce D. Davis, Jr., Attorneyin-fact for Gary W. Edwards 02/15/2008

** 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.