FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	OMB APPROVAL
19	

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

## 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

1. Name and Address of Reporting Person* <u>Hennigan Michael J</u>					2. Issuer Name and Ticker or Trading Symbol SUNOCO LOGISTICS PARTNERS L.P. [ SXL ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
													X Director			10% Ov	vner	
(Last) (First) (Middle) 1818 MARKET ST., STE 1500				_	-								X Officer below)	(give title	Other (s below)		pecify	
					3. Date of Earliest Transaction (Month/Day/Year) 01/29/2014								President and CEO					
(Street)				4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
PHILAD	ELPHIA P.	A	19103											X Form fi	led by One	Repo	rting Persor	1
(City) (State) (Zip)			-									Form filed by More than One Reporting Person				ting		
		Tak	ole I - Non	ı-Deriv	vativ	e Se	curities	Acq	uired,	Disp	osed of	f, or Ber	neficial	y Owned				
1. Title of Security (Instr. 3)  2. Transac Date (Month/Da					Exe Day/Year) if ar		2A. Deemed Execution Date, f any (Month/Day/Year)				ies Acquire Of (D) (Ins		Beneficia Owned F	s ally ollowing	Form:	Direct Indirect I	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) or (D)	Price	Reported Transact (Instr. 3 a	ion(s)			Instr. 4)	
Common Units												72,185			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 D if any (Month/Day/	ate,	Code (Inst				6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Amount or Number of Shares		(Instr. 4)			
Restricted Units	(1)	01/29/2014			Α		5,000 <sup>(2)</sup>		(3)		(3)	Common Units	5,000	\$0	190,23	35	D	

## Explanation of Responses:

- 1. Each Restricted Unit represents a contingent right to receive one Common Unit of SXL.
- 2. This Form 4 is being filed to report a grant of Restricted Units awarded on January 29, 2014 pursuant to the Sunoco Partners LLC ("Company") Long-Term Incentive Plan ("LTIP") in a transaction exempt under Rule 16b-3. The LTIP Restricted Units will vest over a five-year period and is contingent only upon the continued employment of the reporting person with the Company at the time of vesting.
- 3. The Restricted Units will vest 60% after three years and 40% after five years contingent upon the continued employment of the reporting person with the Company through each vesting date.

Kathleen Shea-Ballay, Attorney-in-fact for Mr.

01/30/2014

<u>Hennigan</u>

\*\* 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.