FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	VAL							
l	OMB Number:	3235-0287							
l	Estimated average burden								
l	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(h).

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>Angelle Scott A</u>									er or Tradii STICS		ymbol RTNER	(Ch	eck all applic X Directo	r	10% O	vner	
(Last) (First) (Middle) 4349 MAIN HIGHWAY						3. Date of Earliest Transaction (Month/Day/Year) 01/03/2017								Officer below)	(give title	Other (: below)	specify
BRIDGE			70517 (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year) 01/04/2017							Line	dividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
		Tak	ole I - Nor	n-Deriv	vativ	e Se	curities	Acc	quired, [Disp	oosed of	f, or Ber	neficiall	y Owned			
Date					/Day/Year) i		2A. Deemed Execution Date, if any (Month/Day/Year		Transaction Disposed Code (Instr. 5)			ties Acquired (A) or I Of (D) (Instr. 3, 4 a		5. Amour Securitie Beneficia Owned F	es Forn ally (D) o following (I) (Ir	m: Direct or Indirect Instr. 4)	7. Nature of Indirect Beneficial Ownership
									Code	v	Amount	(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)		instr. 4)
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 I if any (Month/Day	Date, T	i. Fransaction Code (Instr. B)		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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				C	Code	v	(A)	(D)	Date Exercisable		Expiration Date	Title	Amount or Number of Shares		Transaction(s (Instr. 4)		
Restricted Units	(1)	01/03/2017			A		4,170 ⁽²⁾		(3)		(3)	Common Units	4,170	\$0.00	14,794	D	

Explanation of Responses:

- 1. Each Restricted Unit represents a contingent right to receive one Common Unit of SXL.
- 2. This Form 4/A is being filed to correct the number of Restricted Units previously reported that were granted 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 vests 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.
- 3. The Restricted Units will vest 60% on December 31, 2019 and 40% on December 31, 2021 contingent upon the individual continuing as a Director of the Company through the end of each vesting cycle.

Remarks:

Kathleen Shea-Ballay,

Attorney-in-fact for Mr.

01/11/2017

Date

<u>Angelle</u>

** Signature of Reporting Person

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.