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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report: April 30, 2008  
(Date of earliest event reported): April 28, 2008**

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**SUNOCO LOGISTICS PARTNERS L.P.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-31219**  
(Commission file number)

**23-3096839**  
(IRS employer  
identification number)

**1735 Market Street, Suite LL, Philadelphia, PA**  
(Address of principal executive offices)

**19103-7583**  
(Zip Code)

**(215) 977-3000**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On April 28, 2008, Sunoco Pipeline L.P., a subsidiary of Sunoco Logistics Partners L.P. (the "Partnership") executed a definitive Purchase and Sale Agreement (the "Pipeline Purchase Agreement") with Mobil Pipe Line Company, an affiliate of Exxon Mobil Corporation, to acquire a refined products pipeline system and certain other real and personal property interests and related assets (the "MagTex Pipeline System") for approximately \$175 million. In addition, Sunoco Partners Marketing & Terminals L.P., a subsidiary of the Partnership, entered into three definitive Terminal Sale and Purchase Agreements (the "Terminal Purchase Agreements" and together with the Pipeline Purchase Agreement, the "Agreements") with each of Exxon Mobil Corporation, Mobil Pipeline Company and ExxonMobil Oil Corporation, an affiliate of Exxon Mobil Corporation, for six refined product terminal facilities and related assets (the "Terminal Facilities") for a collective purchase price of approximately \$25 million. The Terminal Facilities are located in Hearne, Hebert, Waco, Center and Waskom, Texas and Arcadia, Louisiana and have combined storage capacity of approximately 1.2 million barrels. The MagTex Pipeline System consists of approximately 275 miles of refined products pipeline originating in Beaumont and Port Arthur, Texas and terminating in Hearne, Texas and approximately 197 miles of refined products pipeline extending from Beaumont, Texas and terminating in Waskom, Texas.

The Agreements contain representations and warranties, covenants, and indemnifications that are customary for transactions of this type. Closing of the transactions contemplated under each Agreement is conditioned on a number of customary closing conditions, including expiration or termination of the applicable Hart-Scott-Rodino Act waiting period and the simultaneous closing of all transactions contemplated under the Agreements. The parties currently expect to simultaneously close the transactions during the third quarter of 2008.

These acquisitions are expected to be funded through a combination of cash on hand and the Partnership's revolving credit facility or other borrowings.

The description of the Pipeline Purchase Agreement and the Terminal Purchase Agreements herein are qualified in their entirety by the documents themselves, which will be filed as exhibits to the Partnership's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.

**Item 7.01 Regulation FD Disclosure.**

On April 30, 2008, the Partnership issued a press release announcing the signing of the Pipeline Purchase Agreement and Terminal Purchase Agreements. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

The information in this report, being furnished pursuant to Items 7.01 and 9.01 related thereto, of Form 8-K, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject

to the liabilities of that Section, and is not incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press release dated April 30, 2008.

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**Forward-Looking Statement**

Statements contained in the exhibits to this report that state the Partnership's or its management's expectations or predictions of the future are forward-looking statements. The Partnership's actual results could differ materially from those projected in such forward-looking statements. Factors that could affect those results include those mentioned in the documents that the Partnership has filed with the Securities and Exchange Commission.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**SUNOCO LOGISTICS PARTNERS LP.**

**By: Sunoco Partners LLC,  
its General Partner**

**By: /s/ DANIEL D. LEWIS**

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**Daniel D. Lewis  
Comptroller**

**April 30, 2008  
Philadelphia, PA**

EXHIBIT INDEX

Exhibit No.

Exhibit

99.1

Press release dated April 30, 2008.



News Release  
Sunoco Logistics Partners L.P.  
1735 Market Street  
Philadelphia, PA 19103-7583

For further information contact:  
Thomas Golembeski (media) 215-977-6298  
Neal Murphy (investors) 866-248-4344

For release: 8:00 a.m., April 30, 2008

No. 7

**SUNOCO LOGISTICS PARTNERS L.P. ACQUIRES TEXAS  
REFINED PRODUCTS PIPELINE AND TERMINALS FROM  
EXXON MOBIL**

PHILADELPHIA, April 30, 2008 – Sunoco Logistics Partners L.P. (NYSE: SXL) announced today that it has signed definitive agreements to acquire a refined products pipeline system located in Texas from affiliates of Exxon Mobil Corporation.

The system consists of approximately 275 miles of refined products pipeline originating in Beaumont and Port Arthur and terminating in Hearne, Texas; another 197 miles of refined products pipeline originating in Beaumont and terminating in Waskom, Texas; and 6 refined product facilities located in Hearne, Hebert, Waco, Center and Waskom, Texas and Arcadia, Louisiana with combined storage capacity of 1.2 million shell barrels.

Exxon Mobil intends to remain a key customer for these pipeline and terminal facilities. Closing of the transaction is expected within the next 60 days, subject to certain closing conditions and any necessary third party approvals.

“The opportunities presented by this acquisition are very exciting. It enables geographic and customer base expansion of our core Northeast and Midwest refined products pipeline and terminals platform and provides Sunoco Logistics with a strong entry point for additional penetration into a growing Texas refined products market,” said Deborah M. Fretz, President and Chief Executive Officer. “We will be able to further leverage our strong presence in the area represented by our Nederland, Texas crude oil terminal and related crude oil pipelines.”

The transaction is expected to be immediately accretive to cash available for distribution to the Partnership’s limited partners and, more importantly, positions the Partnership to pursue further expansion opportunities in refined product pipelines and terminals in the Southwest.

The Partnership’s general partner has agreed to reduce the cash distributions attributable to its incentive distribution rights to accelerate the accretion in cash available

for distribution to the limited partners from this acquisition. The amount of cash distributions to the general partner will be reduced by \$5.5 million over 4 years.

Sunoco Logistics Partners L.P. (NYSE: SXL), headquartered in Philadelphia, is a master limited partnership formed to acquire, own and operate refined product and crude oil pipelines and terminal facilities. The Eastern Pipeline System consists of approximately 1,800 miles of primarily refined product pipelines and interests in four refined products pipelines, consisting of a 9.4 percent interest in Explorer Pipeline Company, a 31.5 percent interest in Wolverine Pipe Line Company, a 12.3 percent interest in West Shore Pipe Line Company and a 14.0 percent interest in Yellowstone Pipe Line Company. The Terminal Facilities consist of 9.2 million shell barrels of refined product terminal capacity and 21.6 million shell barrels of crude oil terminal capacity (including approximately 15.2 million shell barrels of capacity at the Texas Gulf Coast Nederland Terminal). The Western Pipeline System consists of approximately 3,700 miles of crude oil pipelines, located principally in Oklahoma and Texas, a 55.3 percent interest in Mid-Valley Pipeline Company, a 43.8 percent interest in the West Texas Gulf Pipe Line Company and a 37.0 percent interest in the Mesa Pipe Line System. For additional information visit Sunoco Logistics' web site at [www.sunocologistics.com](http://www.sunocologistics.com).

Although Sunoco Logistics Partners L.P. (the "Partnership") believes that the assumptions underlying these statements are reasonable, investors are cautioned that such forward-looking statements are inherently uncertain and necessarily involve risks that may affect the Partnership's business prospects and performance causing actual results to differ from those discussed in the foregoing release. Such risks and uncertainties include, by way of example and not of limitation: whether or not the transactions described in the foregoing news release will be cash flow accretive; increased competition; changes in demand for crude oil and refined products that we store and distribute; changes in operating conditions and costs; changes in the level of environmental remediation spending; potential equipment malfunction; potential labor issues; the legislative or regulatory environment; plant construction/repair delays; nonperformance by major customers or suppliers; and political and economic conditions, including the impact of potential terrorist acts and international hostilities. These and other applicable risks and uncertainties have been described more fully in the Partnership's Form 10-K filed with the Securities and Exchange Commission on February 26, 2008. The Partnership undertakes no obligation to update any forward-looking statements in this release, whether as a result of new information or future events.

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