

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to 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* <u>OERTON COLIN A</u> (Last) (First) (Middle) <u>1801 MARKET STREET</u> (Street) <u>PHILADELPHIA PA 19103</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SUNOCO LOGISTICS PARTNERS LP [SXL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>V. P. & Chief Fin. Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Units	02/01/2005		M ⁽¹⁾		15,000	A	\$0	21,400	D	
Common Units	02/01/2005		M ⁽¹⁾		5,401	A	\$0	26,801	D	
Common Units	02/01/2005		M ⁽¹⁾		2,067	A	\$0	28,868	D	
Common Units	02/01/2005		M		20,605	A	\$0	49,473	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. Transaction Code (Instr. 8)		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 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	\$0	02/01/2005		M ⁽¹⁾			5,401	08/08/1988	08/08/1988	Common Units	5,401	\$0	2,067	D	
Restricted Units	\$0	02/01/2005		M ⁽¹⁾			2,067	08/08/1988	08/08/1988	Common Units	2,067	\$0	0	D	
Restricted Units	\$0 ⁽²⁾	02/01/2005		A ⁽³⁾		20,605		08/08/1988	08/08/1988	Common Units	20,604	\$0	20,605	D	
Restricted Units	\$0	02/01/2005		M ⁽¹⁾			20,605	08/08/1988	08/08/1988	Common Units	20,604	\$0	0	D	
Restricted Units	\$0	02/01/2005		M ⁽¹⁾			15,000	11/30/2002	11/30/2012	Common Units	15,000	\$0	0	D	

Explanation of Responses:

- Settlement in transaction exempt under Rule 16(b)3 of restricted units granted on July 23, 2002 under the Sunoco Partners LLC Long Term Incentive Plan ("LTIP"). Payout settled in common units at the end of the applicable performance period.
- The conversion rate is 1 for 1.
- Consists of 2,066 and 13,332 restricted units, representing final vested portion of awards ("launch" and "initial" grants, respectively), made to reporting person on July 23, 2002 under the Sunoco Partners LLC Long Term Incentive Plan ("LTIP"). Also includes 5,206 restricted units reflecting certain distribution equivalent rights associated with these awards. Payout settled in common units at the end of the applicable performance period.

/s/ Bruce D. Davis, Jr. 02/03/2005
 Attorney-in-fact for

** 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.