

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

**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* <b>SUNOCO PIPE LINE CO OF DELAWARE</b>			2. Issuer Name and Ticker or Trading Symbol <b>SUNOCO LOGISTICS PARTNERS LP [ SXL ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/02/2004</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
1801 MARKET STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	PHILADELPHIA PA		19103		(City)			

**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	01/02/2004		J <sup>(1)</sup>		958,486	D	\$0 <sup>(1)</sup>	3,777,563	I	By Sunoco Partners LLC <sup>(2)</sup>

**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)		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)					

**Explanation of Responses:**

- Effective as of January 1, 2004, Sun Pipe Line Company of Delaware contributed its 17% direct ownership interest in Sunoco Partners LLC to its wholly owned subsidiary, Sun Pipe Line Company (f/k/a Sunoco Texas Pipe Line Company). The 958,486 common units, representing limited partnership interests in Sunoco Logistics Partners L.P. (the issuer) reported on this form, reflect this contribution.
- Following this capital contribution, Sun Pipe Line Company of Delaware no longer holds a direct interest in Sunoco Partners LLC, but continues to hold, indirectly through Sun Pipe Line Company (f/k/a Sunoco Texas Pipe Line Company), a 67% interest in Sunoco Partners LLC. Sun Pipe Line Company of Delaware owns 100% of Sun Pipe Line Company. Sunoco Partners LLC is the record and beneficial owner of the common units [representing limited partnership interests in Sunoco Logistics Partners L.P. (the issuer)] reported on this form. Prior to the reported transaction, Sunoco Partners LLC was comprised of the following members (and respective membership interests): Sun Pipe Line Company of Delaware (17%); Sun Pipe Line Company (50%); Sunoco, Inc. (R&M) (13%); Atlantic Petroleum Corporation (17%); and Atlantic Refining & Marketing Corp. (3%). Contemporaneously with the transaction reported on this form, Atlantic Petroleum Corporation contributed its membership interest in Sunoco Partners LLC to its wholly owned subsidiary, Atlantic Refining & Marketing Corp.. Sunoco Partners LLC now consists of the following members (and respective membership interests): Sun Pipe Line Company (67%); Sunoco, Inc. (R&M) (13%); and Atlantic Refining & Marketing Corp. (20%).

/s/ Loretta J. DiLucido,  
Secretary

01/06/2004  
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.