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**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report (Date of Earliest Event Reported): May 16, 2005

**SUNOCO LOGISTICS PARTNERS L.P.**

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(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

1-31219

(Commission  
file number)

23-3096839

(IRS employer  
identification number)

Ten Penn Center, 1801 Market Street, Philadelphia, PA

(Address of principal executive offices)

19103-1699

(Zip Code)

(215) 977-3000

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing 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 8.01 Other Events.**

On May 16, 2005, Sunoco Logistics Partners L.P. (the "Partnership") announced that it plans to offer 2.5 million common units pursuant to an effective shelf registration statement on Form S-3 previously filed with the Securities and Exchange Commission. The Partnership's press release announcing the offering is attached as Exhibit 99.1 to this report.

**Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits.**

(c) Exhibits

99.1 Sunoco Logistics Partners L.P. Press Release dated May 16, 2005.

**Forward-Looking Statements**

Statements contained in this report, or the exhibits thereto, that state the Partnership's or 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 such 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/ SEAN P. McGRATH  
Sean P. McGrath

Date: May 16, 2005

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EXHIBIT INDEX

Exhibit Number	Exhibit
99.1	Sunoco Logistics Partners L.P. Press Release dated May 16, 2005

**SUNOCO LOGISTICS PARTNERS L.P. ANNOUNCES  
PUBLIC OFFERING OF COMMON UNITS**

PHILADELPHIA, May 16, 2005 – Sunoco Logistics Partners L.P. (NYSE: SXL) announced that it plans to offer 2.5 million common units pursuant to an effective shelf registration statement on Form S-3 previously filed with the Securities and Exchange Commission. The underwriters have been granted an option to purchase up to 375,000 additional common units to cover over-allotments, if any. The Partnership intends to use all of the net proceeds from this offering, including any units issued under the over-allotment options, to redeem an equal number of common units owned by Sunoco Partners LLC, our general partner and a wholly-owned subsidiary of Sunoco, Inc.

Lehman Brothers Inc. will act as sole book-running manager of the offering. In addition, Citigroup Global Markets Inc., Goldman, Sachs & Co., KeyBanc Capital Markets, RBC Capital Markets Corporation and Stifel, Nicolaus & Company, Incorporated will serve as co-managers of the offering.

The preliminary prospectus and the final prospectus, when available, related to this offering may be obtained from Lehman Brothers Inc. c/o ADP Financial Services, Integrated Distribution Services, 1155 Long Island Avenue, Edgewood, NY 11714, (631) 254-7106.

This news release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The offering may be made only by means of a prospectus and related prospectus supplement.

Sunoco Logistics Partners L.P. (NYSE: SXL), headquartered in Philadelphia, was formed to acquire, own and operate substantially all of Sunoco, Inc.'s refined product and crude oil pipelines and terminal facilities. The Eastern Pipeline System consists of approximately 1,900 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 8.9 million barrels of refined product terminal capacity and 16.0 million barrels of crude oil terminal capacity (including 12.5 million barrels of capacity at the Texas Gulf Coast Nederland Terminal). The Western Pipeline System consists of approximately 2,450 miles of crude oil pipelines, located principally in Oklahoma and Texas and a 43.8 percent interest in the West Texas Gulf Pipe Line Company. For additional information visit Sunoco Logistics' web site at [www.sunocologistics.com](http://www.sunocologistics.com).

NOTE: Those statements made in this release that are not historical facts are forward-looking statements. 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 consummated or 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

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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 March 31, 2005 Form 10-Q filed with the Securities and Exchange Commission on May 9, 2005. 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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