

FRETZ DEBORAH M  
Form 4  
February 11, 2009

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FRETZ DEBORAH M

2. Issuer Name and Ticker or Trading Symbol  
SUNOCO LOGISTICS PARTNERS LP [SXL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1735 MARKET STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/09/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Director, President & CEO

PHILADELPHIA, PA 19103-7583

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    | Code                           | V Amount (A) or (D) Price                                         |                                                                                               |                                                          |                                            |
| Common Units                    | 02/09/2009                           |                                                    | M <sup>(1)</sup>               | 44,782 A \$ 0                                                     | 153,047                                                                                       | D                                                        |                                            |
| Common Units                    | 02/09/2009                           |                                                    | F                              | 17,688 D \$ 54.69                                                 | 135,359                                                                                       | D                                                        |                                            |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**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)<br>(Instr. 3, 4, and 5) |        | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------------------|--------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A)                                                                                        | (D)    | Date Exercisable                                         | Expiration Date |                                                               |                            |
| Restricted Units                           | (2)                                                    | 02/09/2009                           |                                                    | A <sup>(1)</sup>               |                                                                                            | 44,782 | (3)                                                      | (3)             | Common Units                                                  | 44,782                     |
| Restricted Units                           | (2)                                                    | 02/09/2009                           |                                                    | M <sup>(1)</sup>               |                                                                                            | 44,782 | (3)                                                      | (3)             | Common Units                                                  | 44,782                     |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                                 |       |
|----------------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
|                                                                      | Director      | 10% Owner | Officer                         | Other |
| FRETZ DEBORAH M<br>1735 MARKET STREET<br>PHILADELPHIA, PA 19103-7583 | X             |           | Director,<br>President &<br>CEO |       |

## Signatures

/s/ Marci K. Donnelly, attorney-in-fact for Deborah M. Fretz  
02/11/2009

\_\_\_\_\_  
\*\*Signature of Reporting Person

\_\_\_\_\_  
Date

## Explanation of Responses:

- \* 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).
- (1) Settlement in transaction exempt under Rule 16b-3 of restricted units granted on April 17, 2006 under the Sunoco Partners LLC Long-Term Incentive Plan ("LTIP"). Payout of restricted units settled in common units at the end of the applicable performance period.
- (2) The conversion rate is 1 for 1.
- (3) Not Applicable

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.