## Edgar Filing: Silver William R. - Form 4

| Silver Willian<br>Form 4  | m R.                                    |   |   |  |  |  |  |  |   |  |
|---|---|---|---|--|--|--|--|--|---|--|
| May 18, 2010  | )                                       |   |   |  |  |  |  |  |   |  |
| FORM  | <b>4 UNITED</b>                         | STATES  | SECU  | DITIES                                 | A ND FY  | CHANCE   |  | NT.  | PPROVAL   |  |
| Washington, D.C. 20549  |   |   |   |  |  |  |  | N OMB<br>Number:   | 3235-0287   |  |
| Check this box<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, |   |   |   |  |  |  | Estimated<br>burden hou<br>response  | nated average<br>en hours per  |   |  |
| obligation<br>may conti<br><i>See</i> Instru<br>1(b).   | nue. Section 17(                        | a) of the l   | Public U  | Jtility Ho                             | lding Co   |  | of 1935 or Secti   |  |   |  |
| (Print or Type R  | esponses)                               |   |   |  |  |  |  |  |   |  |
| 1. Name and Ad<br>Silver Willia   | Person <sup>*</sup>                     | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol |   |  |  | 5. Relationship of Reporting Person(s) to Issuer   |  |  |   |  |
|   |   | SUNOCO LOGISTICS PARTNER<br>L.P. [SXL]                |   |  |  | (Check all applicable)   |  |  |   |  |
| (Last) (First) (Middle) 1818 MARKET STREET, SUITE   |   |   | 3. Date of Earliest Transaction<br>(Month/Day/Year)     |  |  | X_ Director10% Owner<br>Officer (give titleOther (specify<br>below) below)   |  |  |   |  |
| 1500  | LI SIKEEI, S                            | UIIL  | 05/14/2   | 2010                                   |  |  |  |  |   |  |
|   | (Street)                                | 2615  | 4. If Amendment, Date Original<br>Filed(Month/Day/Year) |  |  | <ul> <li>6. Individual or Joint/Group Filing(Check<br/>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul> |  |  |   |  |
|   | PHIA, PA 19103                          |   |   |  |  |  | Person   |  |   |  |
| (City)  | (State)                                 | (Zip)   | Tał   | ole I - Non-                           | Derivative   | Securities A   | Acquired, Disposed   | of, or Beneficia   | lly Owned   |  |
|   | 2. Transaction Date<br>(Month/Day/Year) | Execution any   | Date, if  | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securit<br>onAcquired<br>Disposed<br>(Instr. 3, | (A) or<br>of (D)   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |   |   |   | Code V                                 | Amount   | (D) Price  | (III30: 5 and 4)   |  |   |  |
| Reminder: Repo  | ort on a separate line                  | e for each cl   | ass of sec  | urities bene                           | •  | •  |  |  |   |  |
|   |   |   |   |  | inforr<br>requi                                    | nation cont<br>red to resp<br>ays a curre  | spond to the colle<br>tained in this forn<br>ond unless the fo<br>ntly valid OMB co                                | n are not<br>rm  | SEC 1474<br>(9-02)  |  |
|   | Tab                                     |   |   |  |  | sposed of, or<br>convertible   | Beneficially Owned securities)   | d  |   |  |

| 1. Title of | 2.         | 3. Transaction Date | 3A. Deemed         | 4. 5.             | 6. Date Exercisable and | 7. Title and Amount of | 8. Price of |
|-------------|------------|---------------------|--------------------|-------------------|-------------------------|------------------------|-------------|
| Derivative  | Conversion | (Month/Day/Year)    | Execution Date, if | TransactionNumber | Expiration Date         | Underlying Securities  | Derivativ   |

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| Security<br>(Instr. 3) | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code<br>(Instr. 8)<br>Code V | of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5)<br>(A) (D) |     | /Year)<br>Expiration<br>Date | (Instr. 3 and 4 | 4)<br>Amount<br>or<br>Number<br>of<br>Shares | Security<br>(Instr. 5) |
|------------------------|---|------------|-------------------------|------------------------------|--|-----|------------------------------|-----------------|--|------------------------|
| Restricted<br>Units    | <u>(1)</u>  | 05/14/2010 |                         | A <u>(2)</u>                 | 1  | (3) | (3)                          | Common<br>Units | 1  | \$ 66.21               |

## **Reporting Owners**

| Reporting Owner Name / Address   |            | Relationsh | nips       |       |
|--|------------|------------|------------|-------|
| <b>1</b>   | Director   | 10% Owner  | Officer    | Other |
| Silver William R.<br>1818 MARKET STREET<br>SUITE 1500<br>PHILADELPHIA, PA 19103-3615 | Х          |            |            |       |
| Signatures   |            |            |            |       |
| /s/ Marci K. Donnelly, attorney-in-f<br>Silver                                       | ïilliam R. |            | 05/18/2010 |       |
| **Signature of Reporting Pe  | erson      |            |            | Date  |
| Evenlay sting of Door  |            | <b>-</b> - |            |       |

## **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) The conversion rate is 1 for 1.
- (2) Reflects crediting of restricted units held in the Director's Mandatory Deferred Compensation Account in connection with the cash distribution paid on the Registrant's common units on 5/14/2010, in a transaction exempt under Rule 16b-3(d).
- (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.