

Hennigan Michael J  
 Form 4  
 November 20, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Hennigan Michael J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1818 MARKET STREET- SUITE 1500

3. Date of Earliest Transaction (Month/Day/Year)  
 11/16/2012

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

(Street)  
 PHILADELPHIA, PA 19103-3615

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	Price		
Common Units	11/16/2012		M <sup>(1)</sup>		53,947	\$ 0	53,947	D
Common Units	11/16/2012		F		23,177	\$ 49.49	54,647	D
Common Units	11/16/2012		M <sup>(1)</sup>		23,538	\$ 0	78,185	D
Common Units	11/16/2012		F		10,113	\$ 49.49	68,072	D

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Units	(2)	11/16/2012		M(1)	53,947	(3) (3)	Common Units	53,947
Restricted Units	(2)	11/16/2012		M(1)	23,538	(3) (3)	Common Units	23,538

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hennigan Michael J 1818 MARKET STREET- SUITE 1500 PHILADELPHIA, PA 19103-3615	X		President & CEO	

## Signatures

/s/ John J. DiRocco, Jr., attorney-in-fact for Michael J. Hennigan  
 \*\*Signature of Reporting Person  
 11/20/2012  
 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 of transaction exempt under Rule 16b-3 of restricted units granted in January 2010 under the Sunoco Partners LLC Long-Term Incentive Plant ("LTIP"). Payout settled in common units as a result of the October 5, 2012 change-in-control.
- (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.