Edgar Filing: Galtman Michael D - Form 4

Galtman Mi	chael D										
Form 4 January 28,	2013										
FORN	ΠΛ	et a tec	SECU					т	PPROVAL	-	
	UNITED	SIAIES		shington			E COMMISSIO	N OMB Number:	3235-0		
Check this box								Expires:	January 2	/ 31, 2005	
subject to Section 16. Form 4 or							WNERSHIP OF	Estimated burden hou response	ed average nours per		
Form 5 obligatic may con <i>See</i> Instr 1(b).	tinue. Section 17(a) of the H	Public U	Itility Hol	ding Con		nge Act of 1934, of 1935 or Section 1940	on			
(Print or Type	Responses)										
Galtman Michael D Sy				2. Issuer Name and Ticker or Trading Symbol SUNOCO LOGISTICS PARTNER L.P. [SXL]			5. Relationship of Reporting Person(s) to IssuerCheck all applicable)				
(Last)						Director	109	% Owner			
(Month/				Month/Day/Year)XOfficer (give below)1/24/2013Con				e title Other (specify below) htroller & CAO			
				led(Month/Day/Year) Applicable Line) _X_ Form filed by			oint/Group Filing(Check One Reporting Person More than One Reporting				
PHILADEI	LPHIA, PA 19103	3-3615					Person	More than One R	eporting		
(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)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V		(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Rep	oort on a separate line	e for each cla	ass of sec	urities bene	ficially owr	ned directly	or indirectly.				
					Perso inform requir	ns who res nation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab	le II - Deriv	ative Sec	curities Acq	uired, Dis	posed of, or	Beneficially Owned	1			

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Numbe	r 6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Deriva	tive Expiration Date	Underlying Securities	Deriv

1

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Secu (Inst
				Code V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Units	<u>(1)</u>	01/24/2013		А	5,000 (2)		(3)	(3)	Common Units	5,000	9

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Galtman Michael D 1818 MARKET STREET - SUITE 1500 PHILADELPHIA, PA 19103-3615			Controller & CAO					
Signatures								
/s/John J. DiRocco, Jr., attorney-in-fact fo Galtman	D.	01/28/2013						
**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) The conversion rate is 1 for 1.

This Form 4 is being filed to report a grant of Restricted Units awarded on January 24, 2013 pursuant to Sunoco Partners LLC

- (2) ("Company") Long-Term Incentive Plan ("LTIP") in a transaction exempt under Rule 16b-3. Payout of the LTIP restricted units vests incrementally over a five -year period and is contingent only upon the continued employment of the reporting person with the Company through December 5, 2017.
- (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.