### SUNOCO LOGISTICS PARTNERS L.P.

Form 4

December 09, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

Number:

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**OMB APPROVAL** 

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Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Lauterbach Kurt A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

SUNOCO LOGISTICS PARTNERS

(Check all applicable)

L.P. [SXL]

3. Date of Earliest Transaction

12/05/2014

(Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify

below) Sr. VP, Lease Acquisitions

1818 MARKET STREET, SUITE 1500

(First)

(Street)

(State)

(Middle)

(Zip)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

4. If Amendment, Date Original

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

PHILADELPHIA, PA 19103

(eng)	(State)	Table	e I - Non-D	erivative	Secur	ities Acqu	ired, Disposed of, or Beneficially Owned			
1.Title of Security	2. Transaction Date (Month/Day/Year)		n(A) or Di	A) or Disposed of (D)		5. Amount of Securities	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)					Owned I Following (	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Units	12/05/2014		M	2,800	A	\$0	43,152	D		
Common Units	12/05/2014		F	1,175	D	\$ 48.04	41,977	D		

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

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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)	Transaction Date 3A. Deemed 4 Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year)		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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Units	(1)	12/05/2014		M		2,800	(2)	(2)	Common Units	2,800
Restricted Units	<u>(1)</u>	12/05/2014		A	10,078 (4)		(3)	(3)	Common Units	10,078

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Lauterbach Kurt A 1818 MARKET STREET, SUITE 1500 PHILADELPHIA, PA 19103

Sr. VP, Lease Acquisitions

# **Signatures**

Peggy J. Harrison, Attorney-in-fact for Mr. Lauterbach

12/09/2014

\*\*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) Each Restricted Unit represents a contingent right to receive one Common Unit of SXL.
- (2) Not applicable.
- (3) The Restricted Units will vest incrementally over five years contingent upon the continued employment of the reporting person with the Company through each of the vesting dates.
  - This is a grant of Restricted Units awarded on December 5, 2014 pursuant to the Sunoco Partners LLC ("Company") Long-Term
- (4) 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 to the reporting person with the Company at the time of vesting.

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.

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