

SUNOCO LOGISTICS PARTNERS L.P.
 Form 4/A
 December 22, 2014

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 *
 Galtman Michael D

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/05/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Controller and CAO

PHILADELPHIA, PA 19103

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/09/2014

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Units	12/05/2014		M	2,000	A \$ 0	21,792 ⁽⁵⁾	D
Common Units	12/05/2014		F	734	D \$ 48.04	21,058 ⁽⁵⁾	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)	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	(1)	12/05/2014		M	2,000	(2) (2)	Common Units	2,000
Restricted Units	(1)	12/05/2014		A	9,091 (4)	(3) (3)	Common Units	9,091

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Galtman Michael D 1818 MARKET STREET, SUITE 1500 PHILADELPHIA, PA 19103			Controller and CAO	

Signatures

Kathleen Shea-Ballay, Attorney-in-fact for Mr.
Galtman

12/17/2014

__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 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.
- (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.
- (5) The reporting person's ownership of 9,896 additional Common Units resulting from 2-for-1 split of Sunoco Logistics Partners L.P. (SXL) on June 12, 2014 was omitted from the prior filing.
- (6) The reporting person's ownership of 8,600 additional Restricted Units resulting from 2-for-1 split of Sunoco Logistics Partners L.P. (SXL) on June 12, 2014 was omitted from the prior filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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