Angelle Scott A Form 4 March 28, 2013

# FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction 1(b).

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

Expires:

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**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \* Angelle Scott A

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Issuer

SUNOCO LOGISTICS PARTNERS L.P. [SXL]

(Check all applicable) X\_ Director 10% Owner

5. Relationship of Reporting Person(s) to

3. Date of Earliest Transaction

(Month/Day/Year) 03/28/2013

Officer (give title Other (specify below)

1818 MARKET STREET, SUITE

(First)

1500

(Last)

(City)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

PHILADELPHIA, PA 19103

(State)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

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SEC 1474 (9-02)

7. Nature of

Ownership (Instr. 4)

Indirect

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount of 8. Pr Underlying Securities

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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	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	Restricted Units	(1)	03/28/2013		A		2,500 (2)		(3)	(3)	Common Units	2,500	2
	Restricted Units	(1)	03/28/2013		A		1,649 (2)		(3)	(3)	Common Units	1,649	2

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Angelle Scott A

1818 MARKET STREET, SUITE 1500 X

PHILADELPHIA, PA 19103

# **Signatures**

/s/John J. DiRocco, attorney-in-fact for Mr.
Angelle
03/28/2013

\*\*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 award of restricted units granted on March 28, 2013 pursuant to the Sunoco Partners LLC

  Long-Term Incentive Plan in a transaction exempt under Rule 16b-3. These restricted units vest ratably in increments of sixty percent after three years and the additional forty percent after five years. Incremental settlement is contingent only upon the individual continuing as a Director of the Company through the end of each vesting cycle.
- (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.

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