Edgar Filing: SUNOCO LOGISTICS PARTNERS LP - Form 4 SUNOCO LOGISTICS PARTNERS LP Form 4 November 15, 2007 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549 Number: Check this box Expires: if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading EDWARDS GARY W Issuer Symbol SUNOCO LOGISTICS PARTNERS (Check all applicable) LP [SXL] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director Officer (give title (Month/Day/Year) below) **1735 MARKET STREET** 11/14/2007 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting PHILADELPHIA, PA 19103-7583 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 5. Amount of 1.Title of 3. 4. Securities 6. Ownership Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct (Instr. 3) Code Beneficially (D) or Indirect Beneficial Disposed of (D) anv (Instr. 8) (Month/Day/Year) (Instr. 3, 4 and 5) Owned **(I)** Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof		Expiration Date	Underlying Securities	Derivat
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Securit

OMB APPROVAL

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

below)

3235-0287

January 31,

2005

0.5

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 3	8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Instr. :	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Units	(1)	11/14/2007		A <u>(2)</u>		130		(3)	(3)	Common Units	130	\$ 55.8
Voluntary Deferred Restricted Units	<u>(1)</u>	11/14/2007		A <u>(4)</u>		230		(3)	(3)	Common Units	230	\$ 55.8

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
EDWARDS GARY W								
1735 MARKET STREET	Х							
PHILADELPHIA, PA 19103-7583								
Signatures								
Bruce D. Davis, Jr., Attorney-in-fact for Gary W.								
Edwards			1	1/15/2007				
** Signature of Reporting Per			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.
- (4) Crediting of restricted units representing voluntary deferred compensation pursuant to the Directors' Deferred Compensation Plan, in transactions exempt under Rule 16b-3(d).
- (3) Not Applicable
- (2) Restricted Units acquired pursuant to the Directors' Mandatory Deferred Compensation Account, in transactions exempt under Rule 16b-3(d).

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.