SUNOCO LOGISTICS PARTNERS L.P.

Form 4/A

January 11, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 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).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Angelle Scott A

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

SUNOCO LOGISTICS PARTNERS

(Check all applicable)

L.P. [SXL]

(Last) (First) (Middle)

(Street)

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

X Director Officer (give title below)

10% Owner Other (specify

4349 MAIN HIGHWAY

01/03/2017

6. Individual or Joint/Group Filing(Check

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

Applicable Line) 01/04/2017

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

BREAUX BRIDGE, LA 70517

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

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

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A) or

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

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 Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

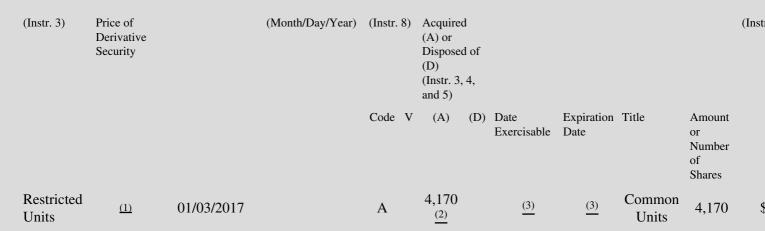
7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

1

Deri

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Angelle Scott A
4349 MAIN HIGHWAY X

BREAUX BRIDGE, LA 70517

Signatures

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

Angelle 01/11/2017

**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.
- This Form 4/A is being filed to correct the number of Restricted Units previously reported that were granted pursuant to the Sunoco

 Partners LLC ("Company") Amended and Restated Long-Term Incentive Plan ("LTIP") in a transaction exempt under Rule 16b-3. These restricted units vests 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) The Restricted Units will vest 60% on December 31, 2019 and 40% on December 31, 2021 contingent upon the individual continuing as a Director of the Company through the end of each vesting cycle.

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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