

FOX STACY L  
Form 4  
January 31, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
FOX STACY L

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/27/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
PHILADELPHIA, PA 19103-3615

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

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)	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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Security (Instr. 3)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Units	(1)	01/27/2011	A		333		(2)	(2)	Common Units	333	(2)
Restricted Units	(1)	01/27/2011	A		333		(2)	(2)	Common Units	333	(2)
Restricted Units	(1)	01/27/2011	A		334		(2)	(2)	Common Units	334	(2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOX STACY L 1818 MARKET STREET - SUITE 1500 PHILADELPHIA, PA 19103-3615			X	

## Signatures

/s/ John J. DiRocco, Jr. attorney-in-fact for Stacy L. Fox 01/31/2011

\_\_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.
- (2) Not applicable.
- (3) This Form 4 is being filed to report a grant of Restricted Units awarded on January 27, 2011 pursuant to Sunoco Partners LLC ("Company") Long-Term Incentive Plan (LTIP) in a transaction exempt under Rule 16b-3. Payout of the LTIP restricted units is contingent only upon the continued employment of the reporting person with the Company through December 31, 2011.
- (4) This Form 4 is being filed to report a grant of Restricted Units awarded on January 27, 2011 pursuant to Sunoco Partners LLC ("Company") Long-Term Incentive Plan (LTIP) in a transaction exempt under Rule 16b-3. Payout of the LTIP restricted units is contingent only upon the continued employment of the reporting person with the Company through December 31, 2012.
- (5) This Form 4 is being filed to report a grant of Restricted Units awarded on January 27, 2011 pursuant to Sunoco Partners LLC ("Company") Long-Term Incentive Plan (LTIP) in a transaction exempt under Rule 16b-3. Payout of the LTIP restricted units is contingent only upon the continued employment of the reporting person with the Company through December 31, 2013.

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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