Hennigan Michael J Form 4 January 28, 2013

## **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Hennigan Michael J

Symbol

(Check all applicable)

SUNOCO LOGISTICS PARTNERS L.P. [SXL]

(Last) (First) (Middle) 3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

1818 MARKET STREET- SUITE

(Street)

01/24/2013

(Month/Day/Year)

below) President & CEO

1500

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

Issuer

PHILADELPHIA, PA 19103-3615

(State) (Zip) (City)

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)

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

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned (I) (Instr. 4) Following

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

Reported (A) Transaction(s)

Code V Amount (D) Price

or (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 required to respond unless the form displays a currently valid OMB control number.

(9-02)

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

1. Title of

3. Transaction Date 3A. Deemed

5. Number of

6. Date Exercisable and

7. Title and Amount of 8. 1 Underlying Securities

### Edgar Filing: Hennigan Michael J - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Securities y/Year) (Instr. 8) Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)				(Instr. 3 and 4)		Sec (In
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Units	<u>(1)</u>	01/24/2013		A	40,000 (2)	<u>(1)</u>	<u>(1)</u>	Common Units	40,000	

# **Reporting Owners**

Reporting Owner Name / Address	Kelationships					
. 9	Director	10% Owner	Officer	Other		
Hennigan Michael J						
1818 MARKET STREET- SUITE 1500	X		President & CEO			
PHILADELPHIA, PA 19103-3615						

# **Signatures**

/s/ John J. DiRocco, Jr., attorney-in-fact for Michael J.
Hennigan 01/28/2013

\*\*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 of Restricted Units awarded on January 24, 2013 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 vests
- incrementally over a five -year period and is contingent only upon the continued employment of the reporting person with the Company through December 5, 2017.
- (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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