FIDLER JAMES L

Form 4

February 03, 2005

# FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

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

burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** FIDLER JAMES L			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			SUNOCO LOGISTICS PARTNERS LP [SXL]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner X Officer (give title Other (specify			
1801 MARKET STREET			(Month/Day/Year) 02/01/2005	below) Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
PHILADELPHIA, PA 19103			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-D	Derivative S	Securi	ties Acqu	ired, Disposed of	f, or Beneficiall	y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
G			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Units	02/01/2005		M <u>(1)</u>	6,334	A	\$ 0	7,934	D	
Common Units	02/01/2005		M <u>(1)</u>	4,167	A	\$ 0	12,101	D	
Common Units	02/01/2005		M	12,833	A	\$ 0	24,934	D	
Common Units	02/01/2005		F	8,610	D	\$ 40.65	16,324	D	

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

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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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of
Restricted Units	\$ 0	02/01/2005		M <u>(1)</u>		6,334	08/08/1988	08/08/1988	Common Units	6
Restricted Units	\$ 0	02/01/2005		M <u>(1)</u>		4,167	08/08/1988	08/08/1988	Common Units	4
Restricted Units	\$ 0 (2)	02/01/2005		A(3)	12,833		08/08/1988	08/08/1988	Common Units	12
Restricted Units	\$ 0	02/01/2005		M(1)		12,833	08/08/1988	08/08/1988	Common Units	12

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FIDLER JAMES L

1801 MARKET STREET Vice President PHILADELPHIA, PA 19103

**Signatures** 

/s/ Bruce D. Davis, Jr.,
Attorney-in-fact for 02/03/2005

\*\*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) Settlement in transaction exempt under Rule 16(b)3 of restricted units granted on July 23, 2002 under the Sunoco Partners LLC Long Term Incentive Plan ("LTIP"). Payout settled in common units at the end of the applicable performance period.
- (2) The conversion rate is 1 for 1.

(3)

Reporting Owners 2

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Consists of 4,166 and 8,667 restricted units, representing final vested portion of awards ("launch" and "initial" grants, respectively) made to reporting person on July 23, 2002 under the Sunoco Partners LLC Long Term Incentive Plan ("LTIP"). Payout settled in common units at the end of the applicable performance period.

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.