

BROKER PAUL S  
Form 4  
February 03, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
BROKER PAUL S

2. Issuer Name and Ticker or Trading Symbol  
SUNOCO LOGISTICS PARTNERS LP [SXL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1801 MARKET STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2005

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President

PHILADELPHIA, PA 19103

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) |       |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|---|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |       |   |  |
| Common Units                    | 02/01/2005                           |  | M <sup>(1)</sup>               |   | 2,367   | A  | \$ 0                              | 2,867 | D |  |
| Common Units                    | 02/01/2005                           |  | M <sup>(1)</sup>               |   | 1,667   | A  | \$ 0                              | 4,534 | D |  |
| Common Units                    | 02/01/2005                           |  | M                              |   | 4,466   | A  | \$ 0                              | 9,000 | D |  |
| Common Units                    | 02/01/2005                           |  | F                              |   | 2,845   | D  | \$ 40.65                          | 6,155 | D |  |

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.**

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(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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |              |                            |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |  |
|  |  |                                      |  |                                |   | V  | (A)   | (D)          |                            |  |
| Restricted Units                           | \$ 0   | 02/01/2005                           |  | M <sup>(1)</sup>               | 2,367   | 08/08/1988   | 08/08/1988  | Common Units | 2,367                      |  |
| Restricted Units                           | \$ 0   | 02/01/2005                           |  | M <sup>(1)</sup>               | 1,667   | 08/08/1988   | 08/08/1988  | Common Units | 1,667                      |  |
| Restricted Units                           | \$ 0 <sup>(2)</sup>                                    | 02/01/2005                           |  | A <sup>(3)</sup>               | 4,466   | 08/08/1988   | 08/08/1988  | Common Units | 4,466                      |  |
| Restricted Units                           | \$ 0   | 02/01/2005                           |  | M <sup>(1)</sup>               | 4,466   | 08/08/1988   | 08/08/1988  | Common Units | 4,466                      |  |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| BROKER PAUL S<br>1801 MARKET STREET<br>PHILADELPHIA, PA 19103 |               |           | Vice President |       |

## 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.

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(2) The conversion rate is 1 for 1.

Consists of 1,666 and 2,800 restricted units, representing final vested portion of awards ("launch" and "initial" grants, respectively) made

(3) 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.

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