#### SUNOCO LOGISTICS PARTNERS L.P.

Form 4

December 08, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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January 31, Expires: 2005

**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

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 * Slough Michael W			2. Issuer Name <b>and</b> Ticker or Trading Symbol SUNOCO LOGISTICS PARTNERS L.P. [SXL]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)
(Last) (First) (Middle) 525 FRITZTOWN ROAD			3. Date of Earliest Transaction (Month/Day/Year) 12/04/2015	Director 10% Owner _X Officer (give title Other (specify below)  VP, Engr. Constr & Prcmt
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person
SINKING SP	RING, PA 19			Form filed by More than One Reporting Person

(City)	(State)	Zip) Table	I - Non-D	erivative	Secur	ities Acqı	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	Beneficially (D) or Bo Owned Indirect (I) Or		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Units	12/05/2015		M	3,586	A	\$0	27,898	D	
Common Units	12/05/2015		F	1,653	D	\$ 29.66	26,245	D	

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

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# 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. Transactic Code (Instr. 8)	orDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Units	(1)	12/04/2015		A	14,010 (2)		(3)	(3)	Common Units	14,010
Restricted Units	(1)	12/05/2015		M		3,586	<u>(4)</u>	<u>(4)</u>	Common Units	3,586

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Slough Michael W			VP, Engr.					
525 FRITZTOWN ROAD			Constr &					
SINKING SPRING, PA 19608			Prcmt					

## **Signatures**

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

12/08/2015

\*\*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 is a grant of Restricted Units awarded pursuant to the Sunoco Partners LLC ("Company") Long-Term Incentive Plan ("LTIP") in a transaction exempt under Rule 16b-3. The LTIP Restricted Units vest 60% on the December 5th following the third anniversary of the grant date and 40% on the December 5th following the fifth anniversary of the grant date, contingent only upon the continued employment of the reporting person with the Company at the time of vesting.
- The LTIP Restricted Units vest 60% on the December 5th following the third anniversary of the grant date and 40% on the December 5th following the fifth anniversary of the grant date, contingent only upon the continued employment of the reporting person with the Company at the time of vesting.
- (4) 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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