

Murphy Neal E  
Form 4  
February 09, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Murphy Neal E

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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/09/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP & Chief Financial Officer

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Units	02/09/2010		M <sup>(1)</sup>	11,486 A \$ 0	15,606	D	
Common Units	02/09/2010		F	3,838 D \$ 64.88	11,768	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)

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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. 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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Units	(2)	02/09/2010		A <sup>(1)</sup>	8,416	(3)	(3)	Common Units	8,416
Restricted Units	(2)	02/09/2010		M <sup>(1)</sup>	11,486	(3)	(3)	Common Units	11,486

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy Neal E 1818 MARKET STREET PHILADELPHIA, PA 19103-3615			VP & Chief Financial Officer	

## Signatures

/s/ Marci K. Donnelly, attorney-in-fact for Neal E. Murphy

02/09/2010

\_\_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).

- Settlement in transaction exempt under Rule 16b-3 of restricted units granted on April 20, 2007 (time-vested award) consisting of 9,212 restricted units. This award vests incrementally and the third portion of the award, 3,070 restricted units, became fully vested and payable at the 100% level on December 31, 2009 and was paid under the Sunoco Partners LLC Long-Term Incentive Plan ("LTIP"), and of 8,416 restricted units also granted on April 20, 2007 under the LTIP. Payout settled in common units at the end of the applicable performance period.
- (1) Settlement in transaction exempt under Rule 16b-3 of restricted units granted on April 20, 2007 (time-vested award) consisting of 9,212 restricted units. This award vests incrementally and the third portion of the award, 3,070 restricted units, became fully vested and payable at the 100% level on December 31, 2009 and was paid under the Sunoco Partners LLC Long-Term Incentive Plan ("LTIP"), and of 8,416 restricted units also granted on April 20, 2007 under the LTIP. Payout settled in common units at the end of the applicable performance period.
  - (2) The conversion rate is 1 for 1.
  - (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.

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