

FOX STACY L
Form 4
January 31, 2011

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 *
FOX STACY L

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 - SUITE 1500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/27/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price of Derivative |
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-----------|---|--|------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-----------|---|--|------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Security (Instr. 5) | | | | |
|---------------------|--|----------------------|-----------------|--|------------------|------------------|---------------------|-----------------|--------------|----------------------------|-----|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Units | (1) | 01/27/2011 | A | | 333 | | (2) | (2) | Common Units | 333 | (2) |
| Restricted Units | (1) | 01/27/2011 | A | | 333 | | (2) | (2) | Common Units | 333 | (2) |
| Restricted Units | (1) | 01/27/2011 | A | | 334 | | (2) | (2) | Common Units | 334 | (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FOX STACY L 1818 MARKET STREET - SUITE 1500 PHILADELPHIA, PA 19103-3615 | | | | X |

Signatures

/s/ John J. DiRocco, Jr. attorney-in-fact for Stacy L. Fox
 Date: 01/31/2011

__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.
- (2) Not applicable.
- (3) This Form 4 is being filed to report a grant of Restricted Units awarded on January 27, 2011 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 is contingent only upon the continued employment of the reporting person with the Company through December 31, 2011.
- (4) This Form 4 is being filed to report a grant of Restricted Units awarded on January 27, 2011 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 is contingent only upon the continued employment of the reporting person with the Company through December 31, 2012.
- (5) This Form 4 is being filed to report a grant of Restricted Units awarded on January 27, 2011 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 is contingent only upon the continued employment of the reporting person with the Company through December 31, 2013.

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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