

SUNOCO LOGISTICS PARTNERS LP
 Form 4
 February 12, 2008

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 *
 Murphy Neal E

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)
 1735 MARKET STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/08/2008

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

PHILADELPHIA, PA 19103-7583
 (City) (State) (Zip)

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

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 | 02/08/2008 | | M ⁽¹⁾ | 3,071 A \$ 0 | 3,071 | D | |
| Common Units | 02/08/2008 | | J ⁽²⁾ | 140 A \$ 52.2 | 3,211 | D | |
| Common Units | 02/08/2008 | | F | 1,085 D \$ 52.2 | 2,126 | D | |

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

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number.

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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Units | (3) | 02/08/2008 | | M ⁽¹⁾ | 3,071 | (4) (4) | Common Units | 3,071 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Murphy Neal E 1735 MARKET STREET PHILADELPHIA, PA 19103-7583 | | | VP & Chief Financial Officer | |

Signatures

John D. DiRocco, Jr., Attorney-in-fact for Neal E. Murphy
02/12/2008

**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).

(3) The conversion rate is 1 for 1.

(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 one-third of the award, 3,071 restricted units became fully vested and payable at the 100% level on December 31, 2007 and was paid under the Sunoco Partners LLC Long-Term Incentive Plan ("LTIP"). Payout settled in common units at the end of the applicable performance period.

(2) Payment of distribution equivalent rights (awarded in tandem with the time-vested grant of restricted units on April 20, 2007) in the form of additional common units.

(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.

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