

SUNOCO LOGISTICS PARTNERS L.P.
 Form 4
 February 18, 2016

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 *
 Bray Basil Leon

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)
 6602 BARRINGTON GREEN
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/16/2014

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

HOUSTON, TX 77069

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 Price (D) | | |
| Common Units | 05/16/2014 | | P | | 7 <u>(1)</u> <u>(2)</u> A \$ 45.96 <u>(2)</u> | D | |
| Common Units | 08/15/2014 | | P | | 8 <u>(1)</u> A \$ 47.77 | D | |
| Common Units | 11/17/2014 | | P | | 8 <u>(1)</u> A \$ 50.19 | D | |
| Common Units | 02/17/2015 | | P | | 14 <u>(1)</u> A \$ 44.27 | D | |
| Common Units | 05/18/2015 | | P | | 16 <u>(1)</u> A \$ 41.04 | D | |

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|--------------|------------|---|-------------------|---|----------|-------|---|
| Common Units | 08/17/2015 | P | 19 ⁽¹⁾ | A | \$ 36.29 | 7,050 | D |
| Common Units | 11/16/2015 | P | 26 ⁽¹⁾ | A | \$ 27.87 | 7,076 | D |
| Common Units | 02/16/2016 | P | 52 | A | \$ 19.33 | 7,128 | 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bray Basil Leon 6602 BARRINGTON GREEN HOUSTON, TX 77069 | | X | | |

Signatures

Kathleen Shea-Ballay, Attorney-in-fact for Mr. Bray
 **Signature of Reporting Person
 02/18/2016
 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) This purchase was made through a broker-dealer administered distribution reinvestment plan and was inadvertently not reported at the time of the reinvestment.
- (2) Adjusted for 2-for-1 split of Sunoco Logistics Partners L.P. on June 12, 2014.

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.