SUNOCO LOGISTICS PARTNERS L.P.

Form 4

January 03, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * MCCREA MARSHALL S III

(First)

(Street)

5. Relationship of Reporting Person(s) to

Issuer

below)

Symbol

SUNOCO LOGISTICS PARTNERS

2. Issuer Name and Ticker or Trading

L.P. [SXL]

(Check all applicable)

(Middle)

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

X_ Director 10% Owner Officer (give title Other (specify

800 E. SONTERRA BLVD., SUITE 12/29/2016

400

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

SAN ANTONIO, TX 78258

(City) (State) (Zip) 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Reported

Code V Amount (D) Price

58,495 D

Common Units

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

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SEC 1474 (9-02)

Indirect

Beneficial

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 6. Date Exercisabl Expiration Date (Month/Day/Year) 6. Date Exercisabl Expiration Date (Month/Day/Year)		ate	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
Restricte Units	ed <u>(1)</u>	12/29/2016		A	105,738	(2)	(2)	Common Units	105,738

Reporting Owners

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
MCCREA MARSHALL S III 800 E. SONTERRA BLVD. SUITE 400 SAN ANTONIO, TX 78258	X					

Signatures

Peggy J. Harrison, Attorney-in-fact for Mr. 01/03/2017 McCrea

**Signature of Reporting Person

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.
- (2) The Restricted Units vests 60% on the third December 5th following the date of the grant and 40% on the fifth December 5th following the date of the grant, contingent generally on the continued employment of the reporting person with the Company at the time of vesting.

Date

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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