

DAVIS BRUCE D JR
Form 4
February 12, 2007

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 *
DAVIS BRUCE D JR

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)
02/08/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
General Counsel and Secretary

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Units	02/08/2007		M ⁽¹⁾	12,530 A \$ 0	12,530	D	
Common Units	02/08/2007		F	4,226 D \$ 55.99	8,304	D	

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

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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	<u>(2)</u>	02/08/2007		<u>A</u> ⁽¹⁾		12,530		<u>(3)</u>	<u>(3)</u>	Common Units	12,530
Restricted Units	<u>(2)</u>	02/08/2007		<u>M</u> ⁽¹⁾		12,530		<u>(3)</u>	<u>(3)</u>	Common Units	12,530

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS BRUCE D JR 1735 MARKET STREET PHILADELPHIA, PA 19103-7583			General Counsel and Secretary	

Signatures

John D.DiRocco, Jr., Attorney-in-fact for Bruce D. Davis, Jr. 02/12/2007

__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).

(2) The conversion rate is 1 for 1.

(1) Settlement in transactions exempt under Rule 16b-3 of restricted units granted on: December 16, 2003 (time-vested award, consisting of 4,514 restricted units paid out at 100%) and January 20, 2004 (performance-based award, consisting of 4,534 restricted units paid out at 176.8%, for a total of 8,016 restricted units) under the Sunoco Partners LLC Long-Term Incentive Plan ("LTIP"). Payout settled in common units at the end of the applicable performance and/or restriction period for both awards.

(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. 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.