#### FREDERICKSON PHILIP L

Form 4

August 17, 2009

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to

Section 16. Form 4 or Form 5

obligations may continue.

See Instruction

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

SUNOCO LOGISTICS PARTNERS

3. Date of Earliest Transaction

(Print or Type Responses)

1(b).

(Last)

Security

(Instr. 3)

Security

1. Name and Address of Reporting Person \*

FREDERICKSON PHILIP L

(First) (Middle)

1735 MARKET STREET

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

L.P. [SXL]

08/14/2009

(Month/Day/Year)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

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

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

Securities

Beneficially

(City) (State) (Zip)

PHILADELPHIA, PA 19103-7583

2. Transaction Date 2A. Deemed 1.Title of

or Exercise

(Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Owned Following Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of

Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(Instr. 3 and 4)

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

any

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(Month/Day/Year)

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

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

Code

of

Derivati

Security

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	Sec Acc (A) Dis of (		Derivative Securities Acquired A) or Disposed of (D) Instr. 3,					(Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Units	(1)	08/14/2009		A(2)		26		(3)	(3)	Common Units	26	\$ 57.23
Voluntary Deferred Restricted	<u>(1)</u>	08/14/2009		A(4)		7		<u>(3)</u>	<u>(3)</u>	Common Units	7	\$ 57.23

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
FREDERICKSON PHILIP L								
1735 MARKET STREET	X							
PHILADELPHIA, PA 19103-7583								

# **Signatures**

Units

/s/ Marci K. Donnelly, attorney-in-fact for Philip L. Frederickson

08/17/2009

Date

\*\*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) The conversion rate is 1 for 1.
- (2) Reflects crediting of restricted units held in the Director's Mandatory Deferred Compensation Account in connection with the cash distribution paid on the Registrant's common units on 08/14/2009, in a transaction exempt under Rule 16b-3(d).
- (3) Not Applicable
- (4) Reflects crediting of restricted units held in the Director's Voluntary Deferred Compensation Account in connection with the cash distribution paid on the Registrant's common units on 08/14/2009, in a transaction exempt under Rule 16b-3(d).

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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