SUNOCO LOGISTICS PARTNERS L.P.

Form 4

December 08, 2015

FORM 4 INIT

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

Number: 3235-0287

Synings January 31,

Estimated average burden hours per

burden hours per response... 0.5

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Galtman Michael D			2. Issuer Name and Ticker or Trading Symbol SUNOCO LOGISTICS PARTNERS	5. Relationship of Reporting Person(s) to Issuer			
	L.P. [SXL]		DOTTO CO ES CIBITOS TITUTI (ETG	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Other (specify			
3807 WEST CHESTER PIKE			12/04/2015	below) below) Controller and CAO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
NEWTOWN SQUARE, PA 19073				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned			

(- 3)	(*****)	1 abi	e 1 - Non-D	erivative	Secur	ities Acq	uirea, Disposea o	i, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Units	12/05/2015		M	2,000	A	\$ 0	25,013	D	
Common Units	12/05/2015		F	725	D	\$ 29.66	24,288	D	

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

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SEC 1474

(9-02)

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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	(1)	12/04/2015		A	15,567 (2)		(3)	(3)	Common Units	15,567
Restricted Units	(1)	12/05/2015		M		2,000	<u>(4)</u>	<u>(4)</u>	Common Units	2,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Galtman Michael D

3807 WEST CHESTER PIKE Controller and CAO

NEWTOWN SQUARE, PA 19073

Signatures

Kathleen Shea-Ballay, Attorney-in-fact for Mr.

Galtman 12/08/2015

**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).
- (1) Each Restricted Unit represents a contingent right to receive one Common Unit of SXL.
- This is a grant of Restricted Units awarded pursuant to the Sunoco Partners LLC ("Company") Long-Term Incentive Plan ("LTIP") in a transaction exempt under Rule 16b-3. The LTIP Restricted Units vest 60% on the December 5th following the third anniversary of the grant date and 40% on the December 5th following the fifth anniversary of the grant date, contingent only upon the continued employment of the reporting person with the Company at the time of vesting.
- The LTIP Restricted Units vest 60% on the December 5th following the third anniversary of the grant date and 40% on the December 5th following the fifth anniversary of the grant date, contingent only upon the continued employment of the reporting person with the Company at the time of vesting.
- (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. 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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