

SUNOCO LOGISTICS PARTNERS L.P.  
 Form 4/A  
 December 22, 2014

**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 \*  
 Galtman Michael D

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

(Last) (First) (Middle)  
 1818 MARKET STREET, SUITE 1500  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/05/2014

PHILADELPHIA, PA 19103

4. If Amendment, Date Original Filed (Month/Day/Year)  
 12/09/2014

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Units                    | 12/05/2014                           |  | M                              | 2,000   | A \$ 0  | 21,792 <sup>(5)</sup>                                    | D                                 |
| Common Units                    | 12/05/2014                           |  | F                              | 734   | D \$ 48.04  | 21,058 <sup>(5)</sup>                                    | 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)

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Units                           | (1)  | 12/05/2014                           |  | M                              | 2,000   | (2) (2)  | Common Units  | 2,000                         |
| Restricted Units                           | (1)  | 12/05/2014                           |  | A                              | 9,091<br>(4)  | (3) (3)  | Common Units  | 9,091                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| Galtman Michael D<br>1818 MARKET STREET, SUITE 1500<br>PHILADELPHIA, PA 19103 |               |           | Controller and CAO |       |

## Signatures

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

12/17/2014

\_\_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.
- (2) Not applicable.
- (3) The Restricted Units will vest incrementally over five years contingent upon the continued employment of the reporting person with the Company through each of the vesting dates.  
This is a grant of Restricted Units awarded on December 5, 2014 pursuant to the Sunoco Partners LLC ("Company") Long-Term Incentive Plan ("LTIP") in a transaction exempt under Rule 16b-3. Payout of the LTIP Restricted Units vests incrementally over a five-year period and is contingent only upon the continued employment to the reporting person with the Company at the time of vesting.
- (4) Incentive Plan ("LTIP") in a transaction exempt under Rule 16b-3. Payout of the LTIP Restricted Units vests incrementally over a five-year period and is contingent only upon the continued employment to the reporting person with the Company at the time of vesting.
- (5) The reporting person's ownership of 9,896 additional Common Units resulting from 2-for-1 split of Sunoco Logistics Partners L.P. (SXL) on June 12, 2014 was omitted from the prior filing.
- (6) The reporting person's ownership of 8,600 additional Restricted Units resulting from 2-for-1 split of Sunoco Logistics Partners L.P. (SXL) on June 12, 2014 was omitted from the prior filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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