

FRETZ DEBORAH M

Form 4

March 04, 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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRETZ DEBORAH M

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)

(Last) (First) (Middle)
1735 MARKET STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2009

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Director, President & CEO

PHILADELPHIA, PA 19103-7583

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Units	03/02/2009		S ⁽¹⁾	V Amount (A) (2) or (D) 3,100 D 50.3481	Price \$ 90,759	D	
Common Units	03/02/2009		S ⁽¹⁾	V Amount (A) (3) or (D) 2,060 D 51.3379	Price \$ 88,699	D	
Common Units	03/02/2009		S ⁽¹⁾	V Amount (A) (4) or (D) 3,740 D 52.5459	Price \$ 84,959	D	
Common Units	03/02/2009		S ⁽¹⁾	V Amount (A) (5) or (D) 1,000 D \$ 53.56	Price 83,959	D	
Common Units	03/03/2009		S ⁽¹⁾	V Amount (A) (6) or (D) 6,700 D 49.6893	Price \$ 77,259	D	

Edgar Filing: FRETZ DEBORAH M - Form 4

Common Units	03/03/2009	S ⁽¹⁾	1,700 (7)	D	\$ 50.3681	75,559	D
Common Units	03/03/2009	S ⁽¹⁾	200	D	\$ 51.06	75,359	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRETZ DEBORAH M 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	X		Director, President & CEO	

Signatures

/s/ Marci K. Donnelly, attorney-in-fact for Deborah M.
Fretz

03/04/2009

**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) All reported sales have been made pursuant to a Rule 10b5-1 trading plan that was announced publicly on February 17, 2009 and became effective on February 23, 2009.

Edgar Filing: FRETZ DEBORAH M - Form 4

- The price in Column 4 is a weighted average price. The prices actually received ranged from \$50.00 to \$50.93. For all transactions
- (2) reported in this Form 4 utilizing a weighted average price, the reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of units sold at each price within the range.
 - (3) The price in Column 4 is a weighted average price. The prices actually received ranged from \$51.01 to \$52.00.
 - (4) The price in Column 4 is a weighted average price. The prices actually received ranged from \$52.01 to \$52.97.
 - (5) The price in Column 4 is a weighted average price. The prices actually received ranged from \$53.14 to \$54.08.
 - (6) The price in Column 4 is a weighted average price. The prices actually received ranged from \$49.04 to \$50.03.
 - (7) The price in Column 4 is a weighted average price. The prices actually received ranged from \$50.05 to \$51.01.

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.