

FRETZ DEBORAH M  
Form 4  
May 17, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Director, President & CEO

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

3. Date of Earliest Transaction (Month/Day/Year)  
05/13/2010

PHILADELPHIA, PA 19103-3615

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) |                |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)  | Price          |
| Common Units                    | 05/13/2010                           |  | S(1)                           |   | 3,792   | D  |   | \$ 66.6786 (2) |
| Common Units                    | 05/13/2010                           |  | S(1)                           |   | 4,035   | D  |   | \$ 66.9887 (3) |
| Common Units                    | 05/13/2010                           |  | S(1)                           |   | 5,305   | D  |   | \$ 67.2148 (4) |
| Common Units                    | 05/13/2010                           |  | S(1)                           |   | 3,525   | D  |   | \$ 45,855      |

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|              |            |  |                  |       |   |            |        |   |
|--------------|------------|--|------------------|-------|---|------------|--------|---|
| Units        |            |  |                  |       |   | 67.4878    |        |   |
|              |            |  |                  |       |   | <u>(5)</u> |        |   |
|              |            |  |                  |       |   | \$         |        |   |
| Common Units | 05/13/2010 |  | S <sup>(1)</sup> | 1,043 | D | 67.7036    | 44,812 | D |
|              |            |  |                  |       |   | <u>(6)</u> |        |   |
|              |            |  |                  |       |   | \$         |        |   |
| Common Units | 05/14/2010 |  | S <sup>(1)</sup> | 2,700 | D | 65.7792    | 42,112 | D |
|              |            |  |                  |       |   | <u>(7)</u> |        |   |
|              |            |  |                  |       |   | \$ 66.089  |        |   |
| Common Units | 05/14/2010 |  | S <sup>(1)</sup> | 1,000 | D | <u>(8)</u> | 41,112 | 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.**

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(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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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<br>1818 MARKET STREET - SUITE 1500<br>PHILADELPHIA, PA 19103-3615 | X             |           | Director,<br>President &<br>CEO |       |

## Signatures

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

05/17/2010

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 May 6, 2010 and became effective on May 11, 2010.  
The price in Column 4 is a weighted average price. The prices actually received ranged from \$66.24 to \$66.86. For all transactions 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.
- (2) The price in Column 4 is a weighted average price. The prices actually received ranged from \$68.87 to \$67.08.
- (3) The price in Column 4 is a weighted average price. The prices actually received ranged from \$67.09 to \$67.32.
- (4) The price in Column 4 is a weighted average price. The prices actually received ranged from \$67.33 to \$67.60.
- (5) The price in Column 4 is a weighted average price. The prices actually received ranged from \$67.62 to \$67.78.
- (6) The price in Column 4 is a weighted average price. The prices actually received ranged from \$65.55 to \$65.96.
- (7) The price in Column 4 is a weighted average price. The prices actually received ranged from \$65.97 to \$66.36.
- (8) The price in Column 4 is a weighted average price. The prices actually received ranged from \$65.97 to \$66.36.

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.