

SUNOCO LOGISTICS PARTNERS L.P.  
 Form 4  
 May 14, 2015

**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 \*  
 Salinas Martin

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)  
 800 E SONTERRA BLVD SUITE 400  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/13/2015

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

SAN ANTONIO, TX 78258

(City) (State) (Zip)

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

**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	05/13/2015		A		32,600 (3)	A		\$ 0 46,769
Common Units	05/13/2015		F		13,679	D		\$ 43.859 33,090

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

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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. 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)	05/12/2015		M	32,600	(2) (2)	Common Units	32,600 (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Salinas Martin 800 E SONTERRA BLVD SUITE 400 SAN ANTONIO, TX 78258	X		Chief Financial Officer	

## Signatures

Peggy J. Harrison, Attorney-in-fact for Mr. Salinas  
 Signature: \_\_\_\_\_ Date: 05/14/2015

## 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) In connection with Mr. Salinas' termination of employment, Mr. Salinas and Energy Transfer Partners, L.P. entered into a Separation and Non-Solicit Agreement and Full Release of Claims (the "Separation Agreement"), which became effective on May 9, 2015. The Separation Agreement provided for, among other things, acceleration of the vesting of all unvested restricted common units awarded to Mr. Salinas pursuant to the terms of the Sunoco Partners LLC Long-Term Incentive Plan, as amended (the "SXL Unit Plan"). As of May 9, 2015, Mr. Salinas had outstanding awards under the SXL Unit Plan of 32,600 restricted common units that were otherwise not scheduled to vest until after Mr. Salinas' termination of employment.

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.