

SUNOCO LOGISTICS PARTNERS L.P.  
 Form 4  
 December 08, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
 Slough Michael W

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)  
 525 FRITZTOWN ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/04/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP, Engr. Constr & Prcmt

SINKING SPRING, PA 19608

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Units	12/05/2015		M	3,586	A \$ 0	27,898	D
Common Units	12/05/2015		F	1,653	D \$ 29.66	26,245	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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date			
				Code	V	(A)	(D)		Title	Amount or Number of Shares	
Restricted Units	(1)	12/04/2015		A		14,010 (2)		(3)	(3)	Common Units	14,010
Restricted Units	(1)	12/05/2015		M			3,586	(4)	(4)	Common Units	3,586

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Slough Michael W 525 FRITZTOWN ROAD SINKING SPRING, PA 19608			VP, Engr. Constr & Prcmt	

## Signatures

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

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.
- (2) 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.
- (3) 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.