BERRY L WILSON JR

Form 4

August 17, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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obligations

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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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * BERRY L WILSON JR

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

SUNOCO LOGISTICS PARTNERS

(Check all applicable)

L.P. [SXL]

(First) (Middle) 3. Date of Earliest Transaction

4. If Amendment, Date Original

X Director 10% Owner

(Month/Day/Year)

08/14/2009

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

X Form filed by One Reporting Person

Form filed by More than One Reporting

Person

Applicable Line)

Issuer

PHILADELPHIA, PA 19103-7583

1735 MARKET STREET

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Owned Following Reported

Ownership (I) (Instr. 4) (Instr. 4)

Transaction(s)

(A) or (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative (Month/Day/Year) **Expiration Date Underlying Securities** Conversion Execution Date, if TransactionNumber Derivati (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code Security any of

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Secu	osed O) r. 3,					(Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Units	(1)	08/14/2009		A(2)		70		(3)	(3)	Common Units	70	\$ 57.23
Voluntary Deferred Restricted Units	<u>(1)</u>	08/14/2009		A(4)		65		<u>(3)</u>	(3)	Common Units	65	\$ 57.23

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Mutress	Director	10% Owner	Officer	Other			
BERRY L WILSON JR 1735 MARKET STREET	X						
PHILADELPHIA, PA 19103-7583							

Signatures

/s/ Marci K. Donnelly, attorney-in-fact for L. Wilson
Berry, Jr.

08/17/2009

**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) The conversion rate is 1 for 1.
- (2) Reflects crediting of restricted units held in the Director's Mandatory Deferred Compensation Account in connection with the cash distribution paid on the Registrant's common units on 08/14/2009, in a transaction exempt under Rule 16b-3(d).
- (3) Not Applicable
- (4) Reflects crediting of restricted units held in the Director's Voluntary Deferred Compensation Account in connection with the cash distribution paid on the Registrant's common units on 08/14/2009, in a transaction exempt under Rule 16b-3(d).

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.

Reporting Owners 2