SUNOCO LOGISTICS PARTNERS LP
Form 4
February 16, 2005

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SUNOCO PARTNERS LLC

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SUNOCO LOGISTICS PARTNERS LP [SXL]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ Officer (give title below)
__X__ 10% Owner
__X__ Other (specify below)
General Partner

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	02/15/2005		M(1)		2,845,910	A	(2)	6,301,005	D (3)	

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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Subordinated Units	(4)	02/15/2005		M(1)			2,845,910	(5)	(5)	Common Units	2,84

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUNOCO PARTNERS LLC		X		General Partner

Signatures

/s/ Bruce D. Davis, Jr., VP, General Counsel & Secretary	02/16/2005
**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 transaction described herein is also exempt under Rule 16b-6(b) as the conversion of a derivative security, thus Transaction Code C is also applicable.

(2) 2,845,910 shares of Subordinated Units representing limited partner interests ("Subordinated Units") converted into an equal number of Common Units on February 15, 2005, pursuant to the terms of the Issuer's Second Amended and Restated Agreement of Limited Partnership, dated as of July 20, 2004, as amended. The joint filers are jointly filing this Form 4 and information regarding the joint filers other than Sunoco Partners LLC is set forth on Exhibit 99 to this Form 4. The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein, and this report shall not be deemed as admission that the reporting persons are beneficial owners of the reported securities for purposes of Section 16 or for any other purpose.

(3) Sunoco Partners LLC is the record and beneficial owner of the Common Units and Subordinated Units reported on this form. Each of Sunoco, Inc. (R&M), Sun Pipe Line Company, and Atlantic Refining & Marketing Corp., directly or indirectly, owns an interest in Sunoco Partners LLC and is a member of a "group" for purposes of Section 13(d) of the Exchange Act. This form comprises a joint filing by Sunoco Partners LLC; Sunoco, Inc. (R&M); Sun Pipe Line Company; and Atlantic Refining & Marketing Corp.

(4) The conversion rate is 1 for 1.

(5) None

(6) 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.
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