

SUNOCO LOGISTICS PARTNERS LP  
 Form 4  
 August 15, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 EDWARDS GARY W

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 1735 MARKET STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/14/2007

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

PHILADELPHIA, PA 19103-7583  
 (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 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)  | Code  | V  | Amount                            | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 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 |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|---------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|---------------------------------|

Edgar Filing: SUNOCO LOGISTICS PARTNERS LP - Form 4

| (Instr. 3)                          | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 3) | (Instr. 4) | (Instr. 5)       | (Instr. 6)      | (Instr. 7)   | (Instr. 8)                 | (Instr. 9) | (Instr. 10) |
|-------------------------------------|------------------------------|------------------|------------|---|------------|------------|------------------|-----------------|--------------|----------------------------|------------|-------------|
|                                     |                              |                  | Code       | V   | (A)        | (D)        | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |            |             |
| Restricted Units                    | (1)                          | 08/14/2007       | A          | (2)   | 133        |            | (3)              | (3)             | Common Units | 133                        | \$ 53.3    |             |
| Voluntary Deferred Restricted Units | (1)                          | 08/14/2007       | A          | (4)   | 237        |            | (3)              | (3)             | Common Units | 237                        | \$ 53.3    |             |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| EDWARDS GARY W<br>1735 MARKET STREET<br>PHILADELPHIA, PA 19103-7583 |               |           | X       |       |

## Signatures

Bruce D. Davis, Jr., Attorney-in-fact for Gary W. Edwards  
 \_\_\_\_\_  
 \*\*Signature of Reporting Person

08/15/2007  
 \_\_\_\_\_  
 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.
- (4) Crediting of restricted units representing voluntary deferred compensation pursuant to the Directors' Deferred Compensation Plan, in transactions exempt under Rule 16b-3(d).
- (3) Not Applicable
- (2) Restricted Units acquired pursuant to the Directors' Mandatory Deferred Compensation Account, in transactions 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.