

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): September 19, 2007

SUNOCO LOGISTICS PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-31219
(Commission file number)

23-3096839
(IRS employer identification
number)

1735 Market Street, Suite LL, Philadelphia, PA
(Address of principal executive offices)

19103-7583
(Zip Code)

(215) 977-3000
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure.

At meetings in Las Vegas, Nevada on September 19 and 20, 2007, executives of Sunoco Partners LLC, the general partner of Sunoco Logistics Partners L.P. (the "Partnership"), presented to certain research analysts and investors, the information about the Partnership described in the slides attached to this report as Exhibit 99.1.

Exhibit 99.1, and the slides thereof, are incorporated by reference herein, and these slides will be available on the Partnership's website at www.sunocologistics.com, beginning at 11:00 a.m. EDT on Wednesday, September 19, 2007.

The information in this report, being furnished pursuant to Item 7.01 of Form 8-K, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, and is not incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1. Slide presentation given by executives of Sunoco Partners LLC, the general partner of Sunoco Logistics Partners L.P., on September 19 and 20, 2007.

Safe Harbor Statement:

Statements contained in the exhibits to this report, that state the Partnership's or its management's expectations or predictions of the future, are forward-looking statements. Actual results could differ materially from those projected in such forward-looking statements. Factors that could affect such results include those mentioned in the exhibits to this report, and in documents that the Partnership has filed with the Securities and Exchange Commission.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SUNOCO LOGISTICS PARTNERS LP.

By: Sunoco Partners LLC,
its General Partner

By: /s/ DANIEL D. LEWIS
Daniel D. Lewis
Comptroller

September 19, 2007
Philadelphia, PA

EXHIBIT INDEX

Exhibit No.
99.1

Exhibit

Slide presentation given by executives of Sunoco Partners LLC, the general partner of Sunoco Logistics Partners L.P., on September 19 and 20, 2007.

SUNOCO LOGISTICS PARTNERS L.P.
SLIDE PRESENTATION



Sunoco Logistics



Sunoco Logistics Partners L.P.

September 2007

Forward-Looking Statements

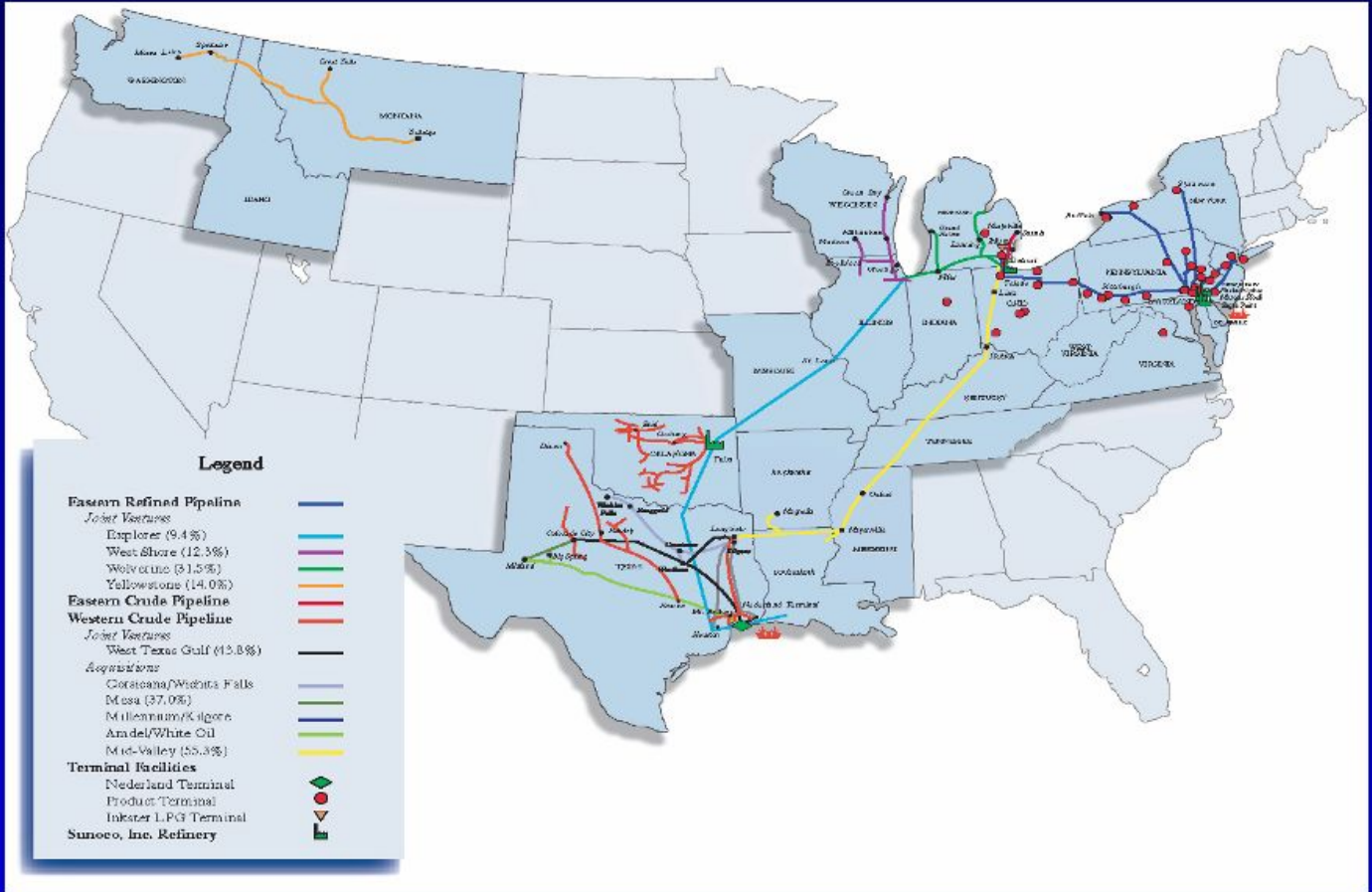
Statements made in this presentation that are not historical facts are forward-looking statements. We believe the assumptions underlying these statements are reasonable, but caution you that such forward-looking statements involve risks that may affect our prospects and performance, causing actual results to differ from those discussed here. Such risks and uncertainties include: our ability to consummate announced acquisitions and integrate them into existing operations; our ability to complete internal growth projects; the ability of such acquisitions and internal growth projects to be cash-flow accretive; increased competition; changes in demand for crude oil we buy and sell, as well as for crude oil and refined products we store and distribute; the loss of a major customer; changes in our tariff rates; changes in throughput of third-party pipelines connected to our pipelines and terminals; changes in levels of environmental remediation spending; potential equipment malfunction; potential labor relations problems; the legislative or regulatory environment; plant construction/repair delays; and political and economic conditions, including the impact of potential terrorists acts and international hostilities.

These and other applicable risks and uncertainties are described more fully in our 2007 Form 10-Q (filed with the Securities and Exchange Commission on July 31, 2007). We undertake no obligation to update publicly any forward-looking statements in this presentation, whether as a result of new information or future events.

Sunoco Logistics Partners L.P.

- Background
 - Formed in February 2002 IPO by Sunoco, Inc.
 - Sunoco is the G.P. and largest unitholder (43.4% ownership)
 - Diversified master limited partnership (MLP)
 - 1,800 miles of refined product pipelines
 - 3,700 miles of crude trunk pipelines
 - 36 refined product terminals
 - 20.4 million barrel of crude oil storage capacity (including 13.5 million at Nederland)
 - Ownership interest in 6 product and crude oil pipelines
- 2006 Revenue \$5.9 billion; EBITDA \$155 MM
- Current distribution of \$3.35/unit (6.2% yield)

Sunoco Logistics – Asset Overview

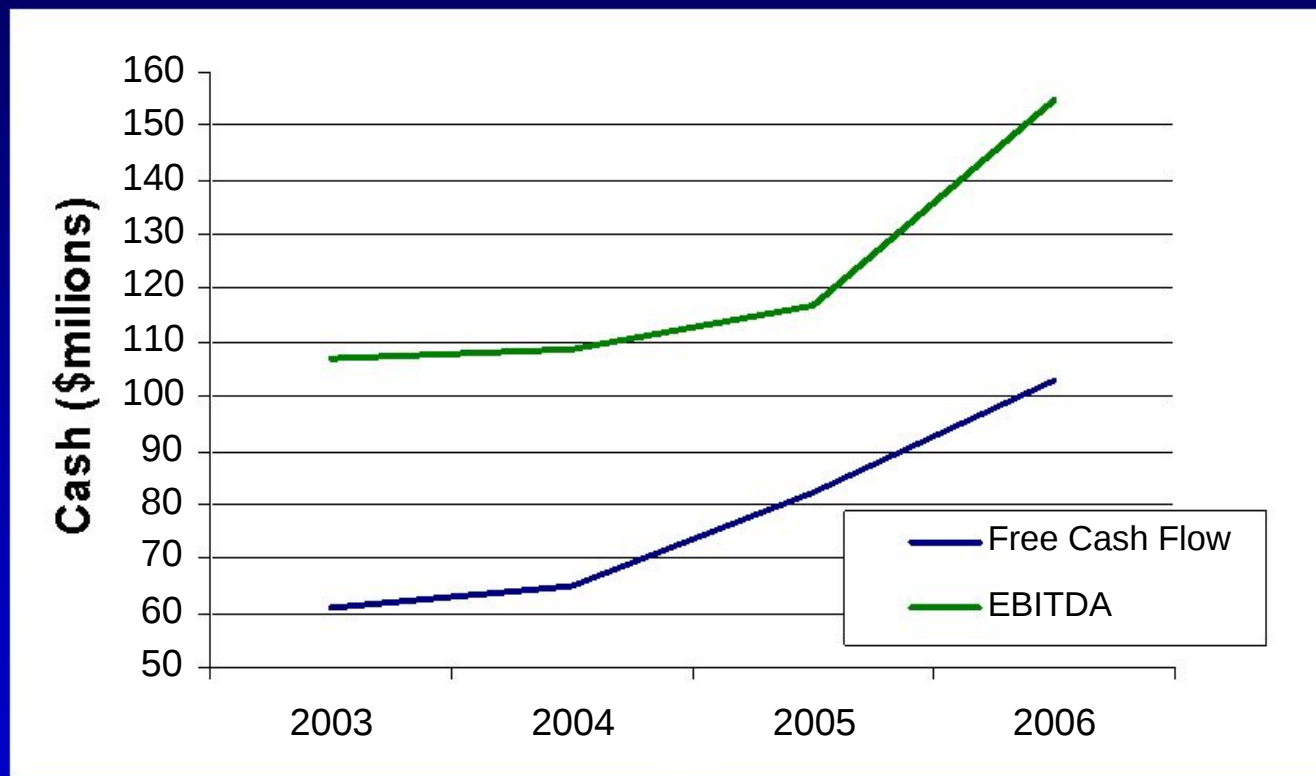


Twelve Months Ended 6/30/07 Financial & Operational Measures

	<u>Eastern Pipeline</u>	<u>Terminals</u>	<u>Western Pipeline</u>
Revenue	\$115 MM	\$132 MM	\$6,027 MM
EBITDA	\$ 52 MM	\$ 63 MM	\$ 48 MM
Miles of Pipeline	1,923		3,577
# Terminals		41	

See slide 25 for EBITDA to operating income reconciliation.

EBITDA & Free Cash Flow



1st Half 2007

EBITDA \$86 MM

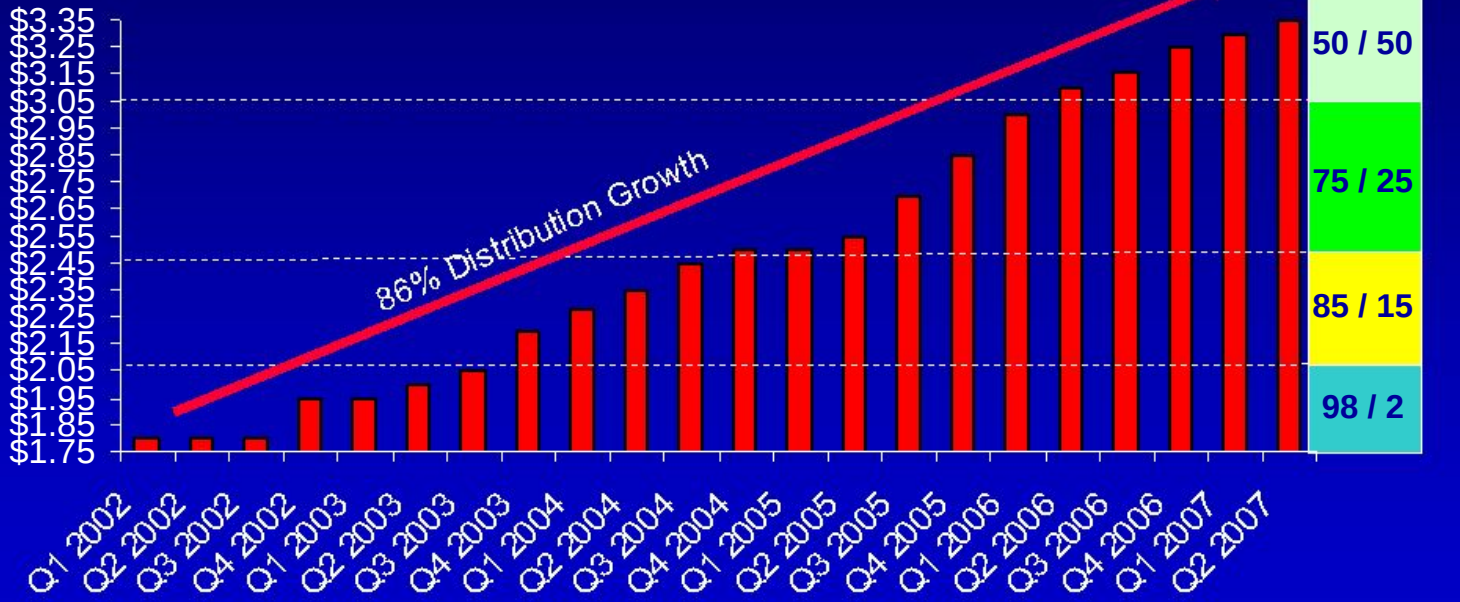
Free Cash Flow \$60 MM

Distribution Summary

- Current distribution of \$3.35 (6.2% yield)
- 2007 YTD Distribution growth 6.4%

Distribution

(per unit)



Sunoco Logistics (SXL) Unit Price



Since IPO: + 133%

Key Business Attributes

- Conservative balance sheet, stable & diversified cash flows, stable distribution
- Well located, flexible assets
 - opportunities for increased utilization / capacity expansion
 - well positioned for accretive organic growth projects and acquisitions
- Key relationship with Sunoco, Inc. - largest investor and largest customer
- Diversified customer base, broad geographic footprint and expanded business platform from recent acquisitions
- Experienced, growth oriented management team
- Strong, consistent financial performance

Sunoco Logistics Growth Strategies

- **Expand our tankage at Nederland**
- **Develop organic growth projects originating from Nederland**
- **Increase profitability of existing asset base**
- **Increase the size and strength of our domestic crude lease acquisition business**
- **Continue to grow our Eastern Pipeline system**
- **Pursue accretive acquisitions**

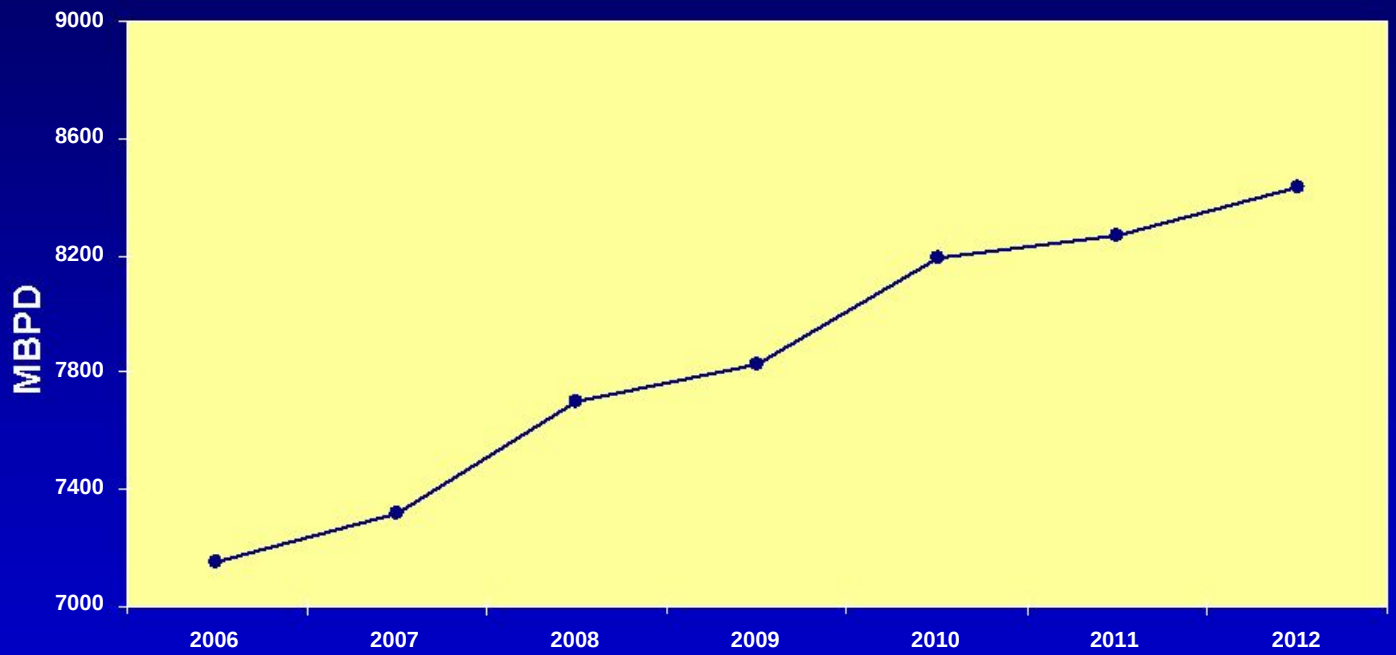
Sunoco Logistics - Nederland Terminal



- 13.5 million barrels of crude oil terminal capacity
- Canadian crude
- Strategic petroleum reserve

- Offshore domestic pipeline
- Close to refining centers
 - Port Arthur
 - Lake Charles

Gulf Coast Crude Imports/Offshore Production



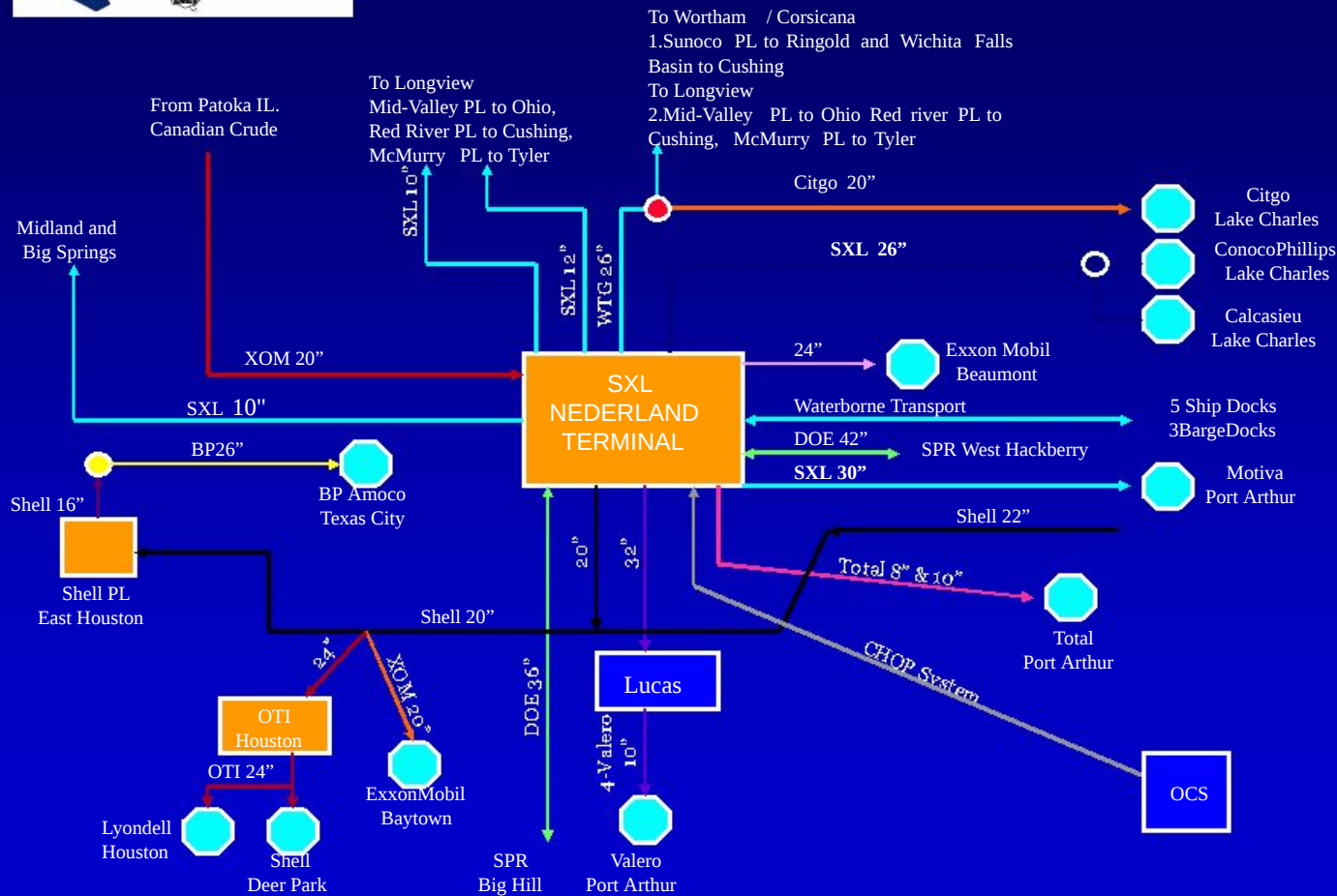
Source: EAI Report – June 2007

Sunoco Logistics Growth Strategies

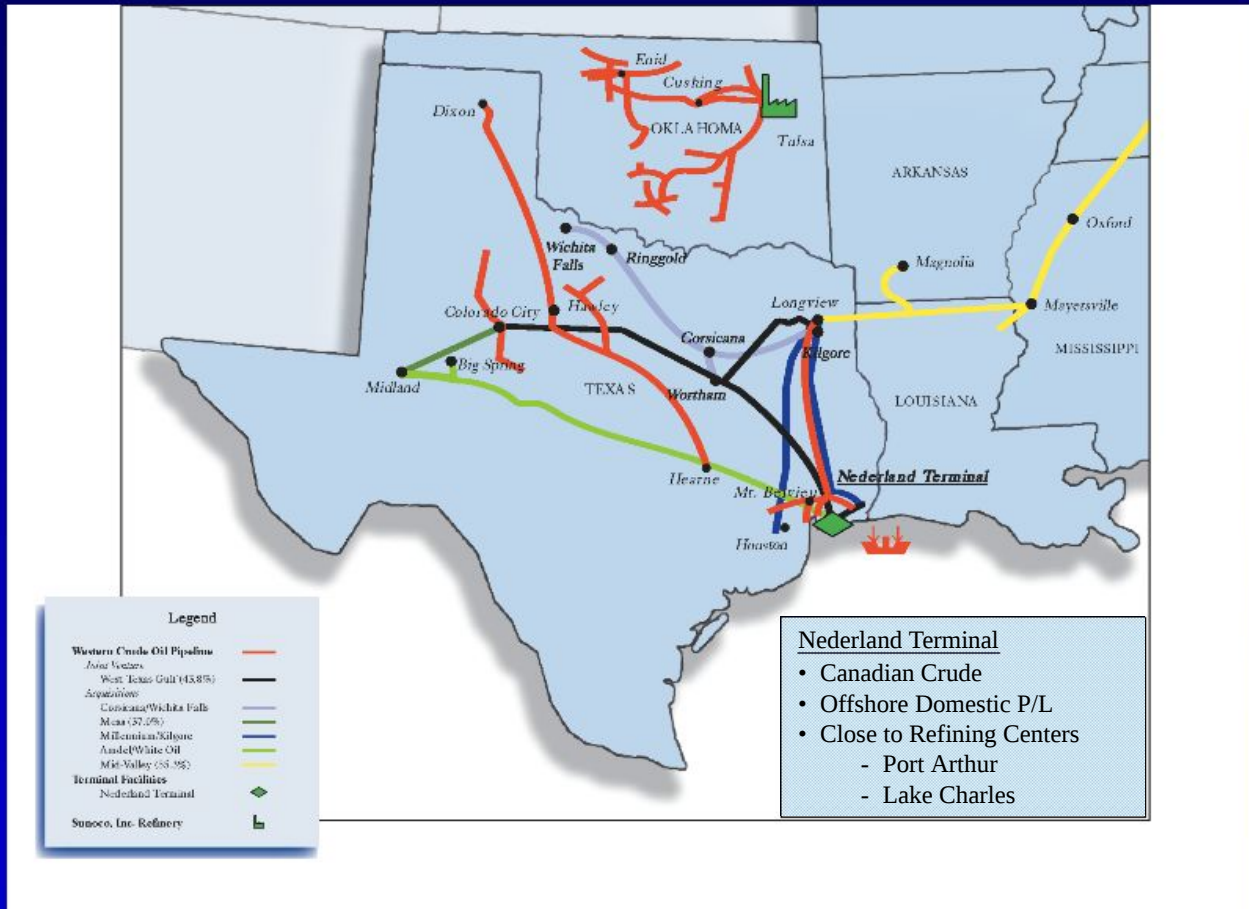
- Expand our Tankage at Nederland

<u>Shell Capacity</u>	<u>MM BBLs</u>
January 2007	12.8
2007-2008 Construction	3.8
Motiva Project - 2010	2.0
Lake Charles Project - 2010	2.0
Additional Buildout Capability	<u>10.0</u>
Total Potential Capacity	30.6

NEDERLAND TERMINAL DISTRIBUTION SYSTEM



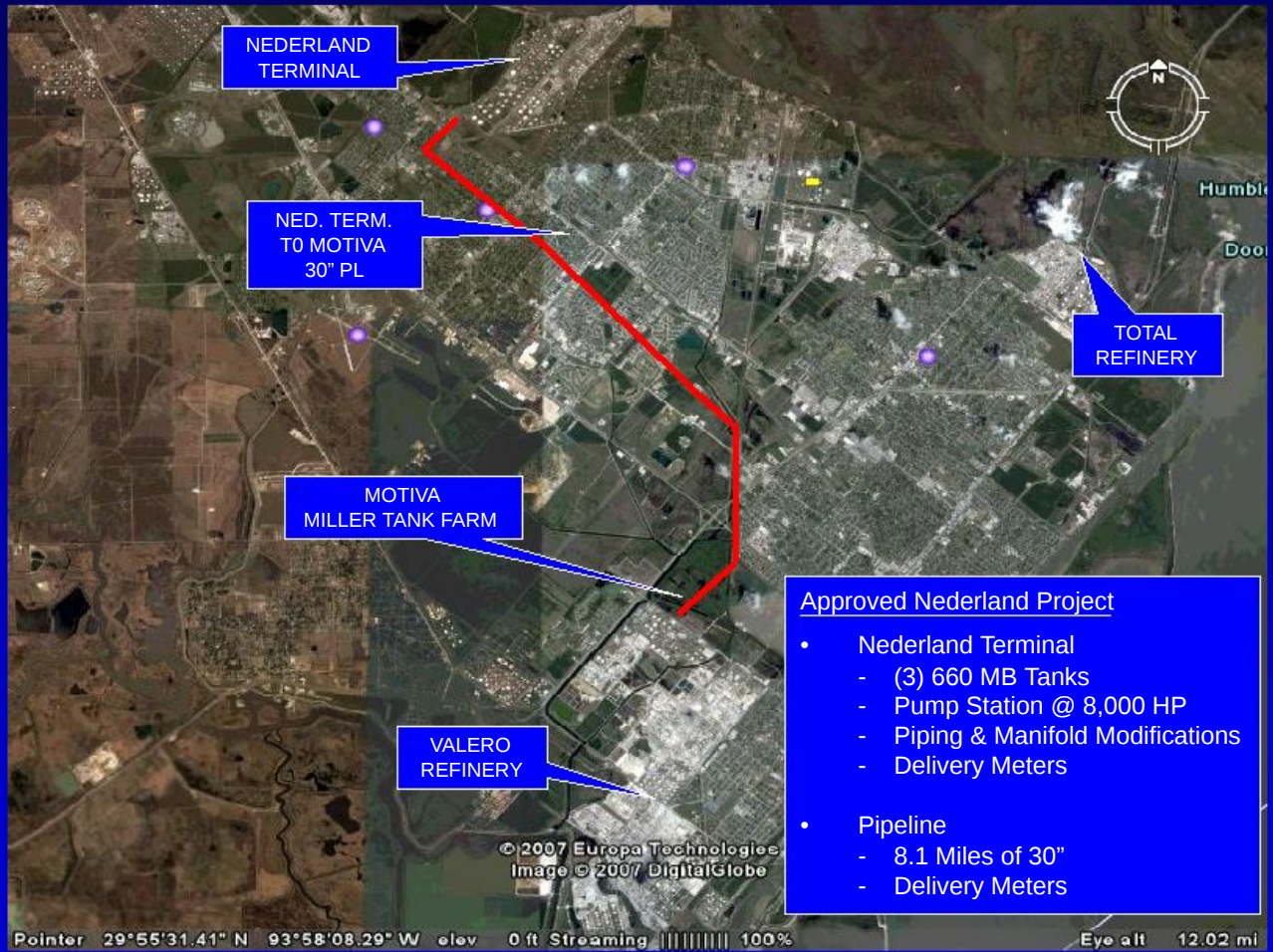
Western Crude Oil System – 2007



Sunoco Logistics Growth Strategies

- **Develop organic growth projects originating from Nederland**
 - Motiva Port Arthur Refinery Expansion
 - \$80 Million Project
 - 2010 Start-Up
 - Lake Charles Pipeline Project
 - \$200 Million Project
 - 2010 Start-Up
 - Other Opportunities

Motiva Project Map



Nederland to Lake Charles Pipeline



Sunoco Logistics Growth Strategies

- **Increase profitability of existing asset base**
 - Strong demand provides margin expansion opportunities
 - Expanded asset base provides flexibility to respond to changes in market situation
 - Increased throughput – broader customer base

Sunoco Logistics Growth Strategies

- **Increase the size and strength of our domestic crude lease acquisition business**
 - Tanks for Contango positions
 - Blending opportunities
 - Bi-directional pipelines

Sunoco Logistics Growth Strategies

Continue to grow our Eastern Pipeline system

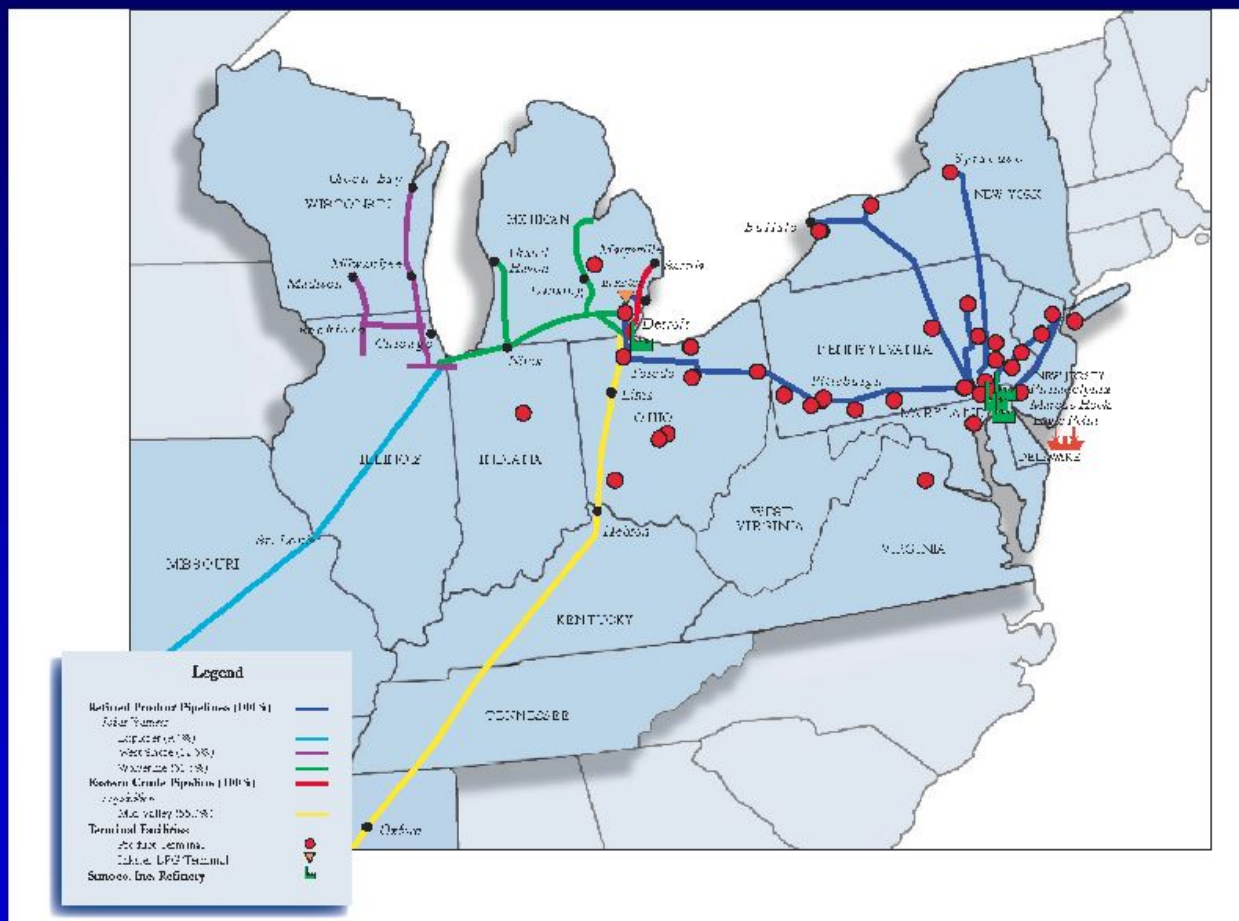
Organic Growth

- Ethanol (2nd Quarter 2006)
- Pipeline Expansions (1st Quarter 2007)
 - Pittsburgh
 - Marysville – Toledo
- Expanded customer base

Acquisition

- Syracuse, NY Terminal (2nd Quarter 2007)

Eastern Pipeline – Terminal System



Organic Projects (On Line 2007)

	<u>Investment</u>
Eastern System	\$27 MM
Canadian Crude Pipeline Expansion	
Pittsburgh Pipeline Expansion	
Western System	\$43 MM
New Tanks - Nederland	
Connections - Pipeline	
Total Organic Investments	\$ 70 MM

Growth in Annualized Cash Flow (pre-financing)	\$ 15 MM⁽¹⁾
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(1) Annualized cash flow consists of \$22 - \$24 million of revenue less \$7 - \$9 million of direct operating costs. These costs do not include indirect costs, debt, or equity financing costs.

Sunoco Logistics Growth Strategies

Pursue accretive acquisitions

- Leverage strong balance sheet and strong GP Support
- Leverage expanded asset base and business infrastructure to create synergies

Recent Acquisitions

	<u>Investment</u>
2005	
- Corsicana, TX to Wichita Falls, TX Pipeline	\$100 MM
- Mesa Pipeline – West Texas (37% interest)	\$ 7 MM
2006	
- Amdel Pipeline – Texas	\$ 68 MM
- Millennium/Kilgore Pipelines – East Texas	\$ 41 MM
- Mid-Valley Pipeline – Midwest United States (55.3% interest)	\$ 65 MM
2007	
- Van Buren Products Terminal New York (50% interest)	<u>\$ 13 MM</u>
Total	\$294 MM

EBITDA Reconciliation

(\$ millions)

	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>LTM ⁽²⁾ 6/30/07</u>
EBITDA ⁽¹⁾					
East	47.7	45.3	42.8	53.8	52.4
Terminals	41.4	47.9	50.8	54.5	62.9
West	<u>17.5</u>	<u>16.1</u>	<u>23.5</u>	<u>46.5</u>	<u>47.7</u>
	106.6	109.3	117.1	154.8	163.0
Depreciation and amortization	<u>(27.2)</u>	<u>(31.9)</u>	<u>(33.8)</u>	<u>(36.6)</u>	<u>(36.8)</u>
Operating Income	79.5	77.4	83.3	118.2	126.2

Management of the Partnership believes EBITDA and distributable cash flow information enhances an investor's understanding of a business' ability to generate cash for payment of distributions and other purposes. In addition, EBITDA is also used as a measure in the Partnership's \$400 million revolving credit facility in determining its compliance with certain covenants. However, there may be contractual, legal, economic or other reasons which may prevent the Partnership from satisfying principal and interest obligations with respect to indebtedness and may require the Partnership to allocate funds for other purposes. EBITDA and distributable cash flow do not represent and should not be considered alternatives to net income, operating income or cash flows from operating activities as determined under United States generally accepted accounting principles and may not be comparable to other similarly titled measures of other businesses.

(1) Earnings before interest, taxes, depreciation and amortization

(2) LTM – Last twelve months

Capitalization

(\$ millions)

As of 6/30/07

Debt

7.25% Notes (matures 2012)	250	fixed
6.125% Senior Notes (matures 2016)	175	fixed
\$300 MM Revolver (matures 2010)	140 ⁽¹⁾	floating
Cash	<u>(9)</u>	
Net Debt	556	

- Debt / Total Capital 49%
- Debt / EBITDA 3.46x
- EBITDA / Interest 4.92x

Rating: BBB / Baa2 (S&P, Moody's)
Stable, Investment Grade

(1) Includes investment in Contango inventory position \$81.3 mm

Sunoco Logistics – Growth Capital

(\$mm)

	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007 EST</u>
Organic	12	6	18	43	87	115
Acquisitions	<u>65</u>	<u>4</u>	<u>47</u>	<u>106</u>	<u>174</u>	<u>13</u>
Total	77	10	65	149	261	128

Sunoco Logistics Partners

Summary

- Stable portfolio of assets which provide ratable cash flow
 - Since IPO:
 - Compounded annual distribution growth +12.6%
 - Unit price increase +133%
- Conservative balance sheet
- Strong organic growth potential
- Organization focused on growth