SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] MacDonald Brian P	2. Date of Event Requiring Stater (Month/Day/Yea 09/04/2009	nent C	3. Issuer Name and Ticker or Trading Symbol <u>SUNOCO LOGISTICS PARTNERS L.P.</u> [SXL]					
(Last) (First) (Middle) 1735 MARKET STREET (Street) PHILADELPHIA PA 19103 (City) (State) (Zip)			 4. Relationship of Reporting Pers (Check all applicable) X Director Officer (give title below) 	on(s) to Issuer 10% Owne Other (spec below)	r (Mor	hth/Day/Year) dividual or Joint icable Line) Form filed b	ate of Original Filed /Group Filing (Check y One Reporting Person y More than One erson	
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			. Amount of Securities eneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exer Expiration D (Month/Day/	ate	3. Title and Amount of Secur Underlying Derivative Secur		4. Conversion or Exercise	e Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security			

Explanation of Responses:

No securities are beneficially owned.

/s/ Marci K. Donnelly,

attorney-in-fact for Brian P. **MacDonald**

09/11/2009

** Signature of Reporting Person Date

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

 * If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

I, Brian P. MacDonald, do hereby appoint each of Bruce D. Davis, Jr., Neal E. Murphy, Christopher A. Ruggiero, and Marci K. Donnelly signing singly, as my true and lawful attorney-in-fact to:

1. Execute the following items (each a "Report" and, collectively, "Reports"), on my behalf and in my capacity as a reporting person of Sunoco Partners LLC ("Company"), which Company is the general partner of Sunoco Logistics Partners L.P. ("Partnership"):

a. Forms 3, 4 and 5 and any other report required pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder; and

b. Form 144 and any other similar report required under the Securities Act of 1933, as amended; and

2. Perform any and all acts on my behalf which may be necessary or desirable to complete and execute any Reports and timely file such Reports with the United States Securities and Exchange Commission and/or any stock exchange or similar authority; and

3. Take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by the undersigned, it being understood that any document executed by such attorney-in-fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in their discretion.

I grant to each such attorneys-in-fact full power and authority to do and perform any act necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation. I ratify and confirm all that such attorney-in-fact, or any substitute of such attorney-in-fact, shall lawfully do or cause to be done by the rights and powers granted by this Power of Attorney.

I acknowledge that each such attorney-in-fact, in serving in such capacity at my request, is not assuming, nor is the Company, or the Partnership, assuming, any of my responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, Rule 144 under the Securities Act of 1933, or applicable federal or state securities laws generally.

This Power of Attorney shall remain in full force and effect until I am no longer required to file any Reports with respect to my holdings of and transactions in securities issued by the Company, and/or the Partnership, unless I earlier revoke it in a signed writing delivered to the General Counsel and Secretary of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 10th day of September, 2009.

/s/ Brian P. MacDonald Director

/s/ Christopher A. Ruggiero Attest: Christopher A. Ruggiero Assistant Secretary