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

FORM 8-K/A

**AMENDMENT No. 1
CURRENT REPORT**

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

Date of report (Date of earliest event reported): May 16, 2011

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)**

1818 Market Street, Suite 1500, Philadelphia, PA
(Address of principal executive offices)

19103-3615

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

N/A
(Former name or form 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 registration under any of the following provisions:

- Written communication 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))**
-
-

EXPLANATORY NOTE

This Amendment No. 1 amends and restates the Current Report on Form 8-K previously filed by the registrant, Sunoco Logistics Partners L.P., on May 19, 2011, and is being filed solely to correct an error in the Item Numbers referred to therein. The reference to: “**Item 2.01. Completion of Acquisition or Disposition of Assets**” in the previous filing was incorrect. The correct reference is to: “**Item 8.01. Other Events,**” as indicated hereinbelow.

Item 8.01. Other Events.

Effective May 16, 2011, Sunoco Logistics Partners L.P. (the “Partnership”) acquired a controlling interest in Inland Corporation through a series of transactions. Inland Corporation consists of an active 350-mile refined products pipeline and related facilities in Ohio that serve multiple Ohio refineries and terminal markets. The aggregate purchase price for all of the interests acquired was approximately \$100 million, which was financed by borrowings under the Partnership’s revolving credit facilities pending more permanent financing. As a result of these transactions, Sunoco Logistics now owns an 83.8 percent economic interest and a 70 percent voting interest in Inland Corporation.

Attached to this Current Report on Form 8-K as Exhibit 99.1 is a copy of the Company’s related press release dated May 17, 2011, which is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 — Sunoco Logistics Partners L.P. Press Release, dated May 17, 2011.

Safe Harbor Statement

Statements contained in this report, or the exhibits to this report, that state the Partnership’s or its management’s expectations or predictions of the future are forward-looking statements intended to be covered by the safe harbor provisions of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. The Partnership’s actual results could differ materially from those projected in such forward-looking statements. Factors that could affect those results include those mentioned in the 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 L.P.

By: Sunoco Partners LLC,
its General Partner

By: /s/ Kathleen Shea-Ballay
Kathleen Shea-Ballay
Vice President, General Counsel
and Corporate Secretary

May 18, 2011
Philadelphia, PA

EXHIBIT INDEX

**Exhibit
Number**

Exhibit

99.1

Sunoco Logistics Partners L.P. Press Release, dated May 16, 2011.



News Release
Sunoco Logistics Partners L.P.
1818 Market Street
Philadelphia, Pa. 19103-3615

For further information contact:
Thomas Golembeski (media) 215-977-6298
Peter Gvazdauskas (investors) 215-977-6322

For release: IMMEDIATELY

No. 7

SUNOCO LOGISTICS PARTNERS L.P. ACQUIRES CONTROLLING INTEREST IN INLAND PIPELINE

PHILADELPHIA, May 17, 2011 – Sunoco Logistics Partners L.P. (NYSE: SXL) (the “Partnership”) today announced the acquisition of a controlling interest in Inland Corporation (“Inland”) through a series of transactions. Inland consists of an active 350-mile refined products pipeline and related facilities in Ohio that service multiple Ohio refineries and terminal markets.

The aggregate purchase price for all of the interests acquired was approximately \$100 million, which was financed by borrowings under the Partnership’s revolving credit facilities pending more permanent financing. As a result of these transactions, Sunoco Logistics now owns an 83.8 percent economic interest and a 70 percent voting interest in Inland.

“We are pleased to announce this latest acquisition,” said Lynn L. Elsenhans, Chairman and Chief Executive Officer. “The Inland operations are an excellent complement to our existing refined products platform in the Midwest. This acquisition is in-line with our goal of growing ratable, fee-based cash flow.”

Sunoco Logistics Partners L.P., headquartered in Philadelphia, is a master limited partnership that owns and operates refined products and crude oil pipelines and terminal facilities. The Refined Products Pipeline System consists of approximately 2,200 miles of refined products pipelines located in the northeast, midwest and southwest United States and equity interests in four refined products pipelines. The Terminal Facilities consist of approximately 10 million shell barrels of refined products terminal capacity and approximately 24 million shell barrels of crude oil terminal capacity (including approximately 21 million shell barrels of capacity at the Nederland Terminal on the Gulf Coast of Texas). The Crude Oil Pipeline System consists of approximately 5,400 miles of crude oil pipelines, located principally in Oklahoma and Texas.