

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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*<br><u>Chalson David R</u><br><br>(Last) (First) (Middle)<br><u>1818 MARKET STREET, SUITE 1500</u><br><br>(Street)<br><u>PHILADELPHIA PA 19103</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>SUNOCO LOGISTICS PARTNERS L.P. [ SXL ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Sr. Vice President, Operations</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/05/2014</u>                        |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)<br><u>12/09/2014</u>                |  |

**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                    | 12/05/2014                           |  | M                              |   | 2,800   | A          | \$0     | 76,616 <sup>(5)</sup>   | D  |   |
| Common Units                    | 12/05/2014                           |  | F                              |   | 882   | D          | \$48.04 | 75,734 <sup>(5)</sup>   | D  |   |

**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 of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Restricted Units                           | (1)  | 12/05/2014                           |  | M                              |   |  | 2,800 | (2)  | (2)             | Common Units  | 2,800                                      | \$0  | 22,400 <sup>(6)</sup>                                     | D  |       |
| Restricted Units                           | (1)  | 12/05/2014                           |  | A                              |   | 9,770 <sup>(4)</sup>   |       | (3)  | (3)             | Common Units  | 9,770                                      | \$0  | 32,170 <sup>(6)</sup>                                     | D  |       |

**Explanation of Responses:**

- Each Restricted Unit represents a contingent right to receive one Common Unit of SXL.
- Not applicable.
- The Restricted Units will vest incrementally over five years contingent upon the continued employment of the reporting person with the Company through each of the vesting dates.
- This is a grant of Restricted Units awarded on December 5, 2014 pursuant to the Sunoco Partners LLC ("Company") Long-Term Incentive Plan ("LTIP") in a transaction exempt under Rule 16b-3. Payout of the LTIP Restricted Units vests incrementally over a five-year period and is contingent only upon the continued employment to the reporting person with the Company at the time of vesting.
- The reporting person's ownership of 36,908 additional Common Units resulting from 2-for-1 split of Sunoco Logistics Partners L.P. (SXL) on June 12, 2014 was omitted from the prior filing.
- The reporting person's ownership of 12,600 additional Restricted Units resulting from 2-for-1 split of Sunoco Logistics Partners L.P. (SXL) on June 12, 2014 was omitted from the prior filing.

Kathleen Shea-Ballay,  
Attorney-in-fact for Mr. Chalson  
12/17/2014

\*\* 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 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).

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.