SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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Slough Micha			2. Issuer Name and Ticker or Trading Symbol <u>SUNOCO LOGISTICS PARTNERS L.P.</u> [SXL]		tionship of Reporting Person(s) to Issuer : all applicable) Director 10% Owner Officer (give title Other (specify below) below)			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)	VP, Engr. Constr & Prcmt				
525 FRITZTOWN ROAD			02/13/2015					
(Street) SINKING			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line)	dual or Joint/Group Filing (C	Check Applicable		
	PA	19608		Х	Form filed by One Reporti	ng Person		
SPRING 110 15000					Form filed by More than O Person	one Reporting		
(City) (State) (Zip)								

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)			4. Securities Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Units	02/13/2015		М		14,664	A	\$ <mark>0</mark>	29,024	D	
Common Units	02/13/2015		F		4,712	D	\$44.04	24,312	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. Transa Code (8)		of		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	Amount or Number of Shares				
Restricted Units	(1)	02/13/2015		М			14,664	(2)	(2)	Common Units	14,664	\$0	16,325	D	

Explanation of Responses:

1. Each Restricted Unit represents a contingent right to receive one Common Unit of SXL.

2. Not applicable.

Kathleen Shea-Ballay, Attorney-in-fact for Mr. Slough

02/17/2015

** 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.