
**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): January 24, 2013

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
(Zip Code)

(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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective as of Thursday, January 24, 2013, the Board of Directors (“*Board*”) of Sunoco Partners LLC (the “*Company*”), the general partner of Sunoco Logistics Partners L.P. (the “*Partnership*”) elected the following additional executive officers of the Company:

1. David R. Chalson as the Company’s Senior Vice President, Operations. Mr. Chalson is 61 years old and has been Vice President, Operations, of the Company since July 2012. Prior to that, he was Manager, Oil Movements, of the Company from 2007 to 2012. Mr. Chalson holds a Bachelor of Science degree in Meteorology and Oceanography from the State University of New York Maritime College and a Master of Science degree in Energy Management and Policy from the University of Pennsylvania.
2. Kurt A. Lauterbach as the Company’s Senior Vice President, Lease Acquisitions. Mr. Lauterbach is 57 years old, and has been Vice President, Lease Acquisitions, of the Company since October 2010. Prior to that, he was Manager of Marketing and Trading – Lease Acquisition, of the Company from June 2008 through September 2010. From May 2000 to May 2008, he was Manager of Business and Performance Analysis – Lease Acquisition. Mr. Lauterbach holds a Bachelor degree in Accounting, from the University of Tulsa.
3. Michael W. Slough as the Company’s Senior Vice President, Engineering, Construction & Procurement. Mr. Slough is 56 years old, and has been Vice President, Engineering, Construction & Procurement, of the Company since 2012. Prior to that, he was Director of Engineering & Construction, of the Company from 2010 to 2012. From 2006 to 2010, he was Venture Manager at Sunoco, Inc. Mr. Slough holds a Bachelor of Science degree in Electrical Engineering from the University of Toledo.

Each of Messrs. Chalson, Lauterbach and Slough will receive a salary and benefits from the Company, and will participate in each of the Company’s Long-Term Incentive Plan (previously filed on November 8, 2012 as Exhibit 10.4 to the Partnership’s Quarterly Report on Form 10-Q, for the period ended September 30, 2012), and its Annual Incentive Plan (previously filed on February 29, 2012 as Exhibit 10.11 to the Partnership’s Annual Report on Form 10-K/A for the fiscal year ended December 31, 2011), in accordance with Company practice, at levels commensurate with their respective employment grade level and position. In addition, each will be eligible to participate in the Company’s other benefit programs available to employees generally, including life, long-term disability, medical and dental insurance and vacation benefits.

None of the foregoing new executive officers was elected pursuant to any arrangement or understanding with any other person (other than officers and directors of the Company acting solely in their capacities as such). None of the foregoing newly elected executive officers has an interest in any relationships or related person transactions with the Company, or the Partnership, required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Also on January 24, 2013, the Board terminated the Company’s Directors’ Deferred Compensation Plan (the “*Plan*”), effective immediately. Under this Plan, the Company’s directors had been required to defer all grants of restricted units, and also were permitted voluntarily to defer all or a portion of their cash retainers and fees for service on the Board or any committee thereof. None of the current directors of the Company had any account balance outstanding under the Plan at the time of its termination.

Item 8.01. Other Events.

On Thursday, January 24, 2013, the Partnership declared a cash distribution for the fourth quarter 2012 of \$0.5450 per common unit (\$2.18 annualized) to be paid on February 14, 2013 to unit holders of record on February 8, 2013. A copy of the press release announcing the declaration of this distribution is being filed herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

99.1 Sunoco Logistics Partners L.P. Press Release dated January 24, 2013.

Safe Harbor Statement

Statements contained in this report, or the exhibits to this report, that state the Partnership's expectations or predictions of the future are forward-looking statements and are inherently uncertain. Actual results could differ materially from those projected in such forward-looking statements. Factors that could affect such results include those mentioned in the documents that the Partnership has filed with the Securities and Exchange Commission. The Partnership undertakes no obligation to update forward-looking statements as a result of new information, future developments or otherwise, except as expressly required by law. All forward-looking statements in this current report on Form 8-K are qualified in their entirety by this cautionary statement.

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

January 25, 2013
Philadelphia, PA

EXHIBIT INDEX

Exhibit
No.

Description

99.1 Sunoco Logistics Partners L.P. Press Release dated January 24, 2013.



News Release
Sunoco Logistics Partners L.P.
 1818 Market Street
 Philadelphia, PA 19103

For further information contact:
 Peter Gvazdauskas (investors) 215-977-6322
 Joseph McGinn (media) 215-977-3237

For release: Immediately

SUNOCO LOGISTICS INCREASES DISTRIBUTION 5 PERCENT QUARTER OVER QUARTER

The Partnership announces 31st consecutive quarterly distribution increase

PHILADELPHIA, January 24, 2013 – Sunoco Logistics Partners L.P. (NYSE: SXL) (the “Partnership”) today announced that Sunoco Partners LLC, its general partner, has declared a cash distribution for the fourth quarter 2012 of \$0.5450 per common unit (\$2.18 annualized) to be paid on February 14, 2013 to unit holders of record on February 8, 2013. This represents a 5 percent increase over the third quarter 2012 cash distribution of \$0.5175 per common unit (\$2.07 annualized) and a 30 percent increase over the fourth quarter 2011 cash distribution of \$0.4200 per common unit (\$1.68 annualized).

“We are pleased to announce a 5 percent quarter over quarter increase in our distribution,” said Michael J. Hennigan, president and chief executive officer. “We are committed to growing stable, ratable cash flow for the Partnership and distributing that cash to our owners.”

ABOUT SUNOCO LOGISTICS

Sunoco Logistics Partners L.P. (NYSE: SXL), headquartered in Philadelphia, is a master limited partnership that owns and operates a logistics business consisting of a geographically diverse portfolio of complementary crude oil & refined product pipeline, terminalling, and acquisition & marketing assets. SXL’s general partner is owned by Energy Transfer Partners, L.P. (NYSE: ETP). For more information, visit the Sunoco Logistics Partners L.P. web site at www.sunocologistics.com.

This release is intended to be a qualified notice under Treasury Regulation Section 1.1446-4(b). Brokers and nominees should treat one hundred percent (100%) of distributions by Sunoco Logistics Partners L.P. to non-U.S. investors as being attributable to income that is effectively connected with a United States trade or business. Accordingly, distributions by Sunoco Logistics Partners L.P. to non-U.S. investors are subject to federal income tax withholding at the highest applicable effective tax rate.

Portions of this document constitute forward-looking statements as defined by federal law. Although Sunoco Logistics Partners L.P. believes that the assumptions underlying these statements are reasonable, investors are cautioned that such forward-looking statements are inherently uncertain and necessarily involve risks that may affect the Partnership’s business prospects and performance causing actual results to differ from those discussed in the foregoing release. Such risks and uncertainties include, by way of example and not of limitation: whether or not the transactions described in the foregoing news release will be cash flow accretive; increased competition;

changes in demand for crude oil and refined products that we store and distribute; changes in operating conditions and costs; changes in the level of environmental remediation spending; potential equipment malfunction; potential labor issues; the legislative or regulatory environment; plant construction/repair delays; nonperformance by major customers or suppliers; and political and economic conditions, including the impact of potential terrorist acts and international hostilities. These and other applicable risks and uncertainties have been described more fully in the Partnership's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 24, 2012, and in the Partnership's subsequent Form 10-Q and Form 8-K filings. The Partnership undertakes no obligation to update any forward-looking statements in this release, whether as a result of new information or future events.