SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Galtman Michael D (Last) (First) (Middle) 1818 MARKET STREET, SUITE 1500 (Street) PHILADELPHIA PA 19103 (City) (State) (Zip)	SUNOCO LOGISTICS PARTNERS L.P. [SXL] 3. Date of Earliest Transaction (Month/Day/Year) 12/05/2014 4. If Amendment, Date of Original Filed (Month/Day/Year) 12/09/2014	Director / 10% Owner X Officer (give title below) / Other (specify below) Controller and CAO 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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		2,000	A	$0	21,792(5)	D	
Common Units	12/05/2014		F		734	D	$48.04	21,058(5)	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	Amount or Number of Shares				
Restricted Units	(1)	12/05/2014		M			2,000	(2)	(2)	Common Units	2,000	$0	15,200(6)	D	
Restricted Units	(1)	12/05/2014		A		9,091(4)		(3)	(3)	Common Units	9,091	$0	24,291(6)	D	

Explanation of Responses:

1. Each Restricted Unit represents a contingent right to receive one Common Unit of SXL.
2. Not applicable.
3. 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.
4. 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.
5. The reporting person's ownership of 9,896 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.
6. The reporting person's ownership of 8,600 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. Galtman — 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.

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