

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>FRETZ DEBORAH M</u>  (Last) (First) (Middle) 1818 MARKET STREET - SUITE 1500  (Street) PHILADELPHIA PA 19103-3615  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SUNOCO LOGISTICS PARTNERS L.P. [ SXL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Director, President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 05/11/2010	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	05/11/2010		S <sup>(1)</sup>		2,155	D	\$65.8147 <sup>(2)</sup>	99,957	D	
Common Units	05/11/2010		S <sup>(1)</sup>		4,884	D	\$66.516 <sup>(3)</sup>	95,073	D	
Common Units	05/11/2010		S <sup>(1)</sup>		4,158	D	\$66.7111 <sup>(4)</sup>	90,915	D	
Common Units	05/11/2010		S <sup>(1)</sup>		3,580	D	\$66.9071 <sup>(5)</sup>	87,335	D	
Common Units	05/11/2010		S <sup>(1)</sup>		3,623	D	\$67.3591 <sup>(6)</sup>	83,712	D	
Common Units	05/11/2010		S <sup>(1)</sup>		1,100	D	\$67.506 <sup>(7)</sup>	82,612	D	
Common Units	05/12/2010		S <sup>(1)</sup>		4,222	D	\$66.8049 <sup>(8)</sup>	78,390	D	
Common Units	05/12/2010		S <sup>(1)</sup>		3,365	D	\$67.0599 <sup>(9)</sup>	75,025	D	
Common Units	05/12/2010		S <sup>(1)</sup>		8,113	D	\$67.2174 <sup>(10)</sup>	66,912	D	
Common Units	05/12/2010		S <sup>(1)</sup>		4,400	D	\$67.4155 <sup>(11)</sup>	62,512	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					

**Explanation of Responses:**

- All reported sales have been made pursuant to a Rule 10b5-1 trading plan that was announced publicly on May 6, 2010 and became effective on May 11, 2010.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$65.25 to \$66.32. For all transactions reported in this Form 4 utilizing a weighted average price, the reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of units sold at each price within the range.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$66.34 to \$66.6125.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$66.615 to \$66.78.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$66.79 to \$67.09.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$67.11 to \$67.45.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$67.46 to \$67.64.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$66.50 to \$66.98.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$66.985 to \$67.12.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$67.125 to \$67.34.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$67.35 to \$67.60.

/s/ Marci K. Donnelly,  
attorney-in-fact for Deborah      05/13/2010  
M. Fretz

\*\* 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.**