

BERRY L WILSON JR  
 Form 4  
 October 10, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BERRY L WILSON JR**

2. Issuer Name and Ticker or Trading Symbol  
**SUNOCO LOGISTICS PARTNERS L.P. [SXL]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1818 MARKET STREET, SUITE 1500

3. Date of Earliest Transaction (Month/Day/Year)  
 10/05/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
 PHILADELPHIA, PA 19103-3615

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-----|-------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Code                                                                                | V                                                        | Amount                            | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. I |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|------|

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| Security (Instr. 3)                 | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Sec (In |                            |
|-------------------------------------|------------------------------------------|----------------------|-----------------|-----------------------------------------------------------------|------------------|------------------|---------|----------------------------|
|                                     |                                          |                      | Code            | V (A) (D)                                                       | Date Exercisable | Expiration Date  | Title   | Amount or Number of Shares |
| Restricted Units                    | (1)                                      | 10/05/2012           | D               |                                                                 | 19,315 (2)       | (3)              | (3)     | Common Units 19,315 \$     |
| Voluntary Deferred Restricted Units | (1)                                      | 10/05/2012           | D               |                                                                 | 12,914 (2)       | (3)              | (3)     | Common Units 12,914 \$     |

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships |           |         |       |
|--------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                      | Director      | 10% Owner | Officer | Other |
| BERRY L WILSON JR<br>1818 MARKET STREET<br>SUITE 1500<br>PHILADELPHIA, PA 19103-3615 |               | X         |         |       |

## Signatures

/s/John J. DiRocco, Jr., attorney-in-fact for L. Wilson Berry, Jr. 10/10/2012

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) The conversion rate is 1 for 1.  
Disposition of Restricted Units upon termination of Board service following the merger of Sunoco, Inc. (general partner of the issuer) and Energy Transfer Partners, L.P. These Restricted Units were settled in cash, in accordance with the Sunoco Partners LLC Directors' Deferred Compensation Plan. Reporting person received approximately \$923,430.84 (Restricted Units) and approximately \$617,431 (Voluntary Deferred Restricted Units), less any applicable taxes or fees.
- (2)
- (3) Not Applicable

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.