

SUNOCO LOGISTICS PARTNERS LP

Form 8-K

October 21, 2004

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**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): October 21, 2004

SUNOCO LOGISTICS PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Delaware

1-31219

23-3096839

(State or other jurisdiction
of incorporation)

(Commission
file number)

(IRS employer
identification no.)

Ten Penn Center, 1801 Market Street, Philadelphia, PA

19103-1699

(Address of principal executive offices)

(Zip Code)

215-977-3000

Registrant's telephone number, including area code

NOT APPLICABLE

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications 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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PRESS RELEASE DATED OCTOBER 20, 2004

SLIDE PRESENTATION GIVEN OCTOBER 21, 2004

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Item 2.02. Results of Operations and Financial Condition.

The press release announcing the financial results for Sunoco Logistics Partners L.P. s (the Partnership) 2004 third quarter is attached as Exhibit 99.1 and is incorporated herein by reference.

The information in this report, being furnished pursuant to Item 2.02 and 7.01 of Form 8-K, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that Section, and is not incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 7.01. Regulation FD Disclosure.

On October 20, 2004, the Partnership issued a press release announcing its financial results for the third quarter 2004. Additional information concerning the Partnership s third quarter earnings was presented to investors in a teleconference call on October 21, 2004. A copy of the slide presentation is attached as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

- (c) Exhibit
 - 99.1 Press release dated October 20, 2004.
 - 99.2 Slide presentation given October 21, 2004 during investor teleconference.

Forward-Looking Statement

Statements contained in the exhibits to this report that state the Partnership s or its management s expectations or predictions of the future are forward-looking statements. The Partnership s actual results could differ materially from those projected in such forward-looking statements. Factors that could affect those results include those mentioned in the documents that the Partnership has filed with the Securities and Exchange Commission.

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SIGNATURES

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 hereunto duly authorized.

SUNOCO LOGISTICS PARTNERS L.P.
By: Sunoco Partners LLC, its General Partner

(Registrant)

Date October 21, 2004

/s/ Sean P. McGrath
Sean P. McGrath
Comptroller (Principal Accounting
Officer)

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| Exhibit Number | Exhibit |
|---------------------------|--|
| Exhibit 99.1 | Press Release dated October 20, 2004 |
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