

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
SEC Accession No. [0001127602-13-002923](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

Shea-Ballay Kathleen

CIK: **1495118**

Type: **4** | Act: **34** | File No.: **001-31219** | Film No.: **13552598**

Mailing Address
1818 MARKET STREET
SUITE 1500
PHILADELPHIA PA
19103-3615

ISSUER

SUNOCO LOGISTICS PARTNERS L.P.

CIK: **1161154** | IRS No.: **233096839** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **4610** Pipe lines (no natural gas)

Mailing Address	Business Address
1818 MARKET STREET	1818 MARKET STREET
SUITE 1500	SUITE 1500
PHILADELPHIA PA 19103-3615	PHILADELPHIA PA 19103-3615
	(215) 977-3000

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Shea-Ballay Kathleen			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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013			Sr. VP, General Counsel & Secy		
1818 MARKET STREET, SUITE 1500			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) PHILADELPHIA, PA 19103-3615								
(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 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)			

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Units	(1)	01/24/2013		A		7,000	(2)	(3)	(3)	Common Units	7,000	(3)	7,000	D

Explanation of Responses:

- The conversion rate is 1 for 1.
- This Form 4 is being filed to report a grant of Restricted Units awarded on January 24, 2013 pursuant to 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 of the reporting person with the Company through December 5, 2017.
- Not applicable.

Signatures

John J. DiRocco, attorney-in-fact for Ms. Shea-Ballay

** Signature of Reporting Person

01/28/2013

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.

POWER OF ATTORNEY

I, Kathleen Shea-Ballay do hereby appoint each of William Jason Healy, John J. DiRocco, Jr., and Peggy J. Harrison signing singly, as my true and lawful attorney-in-fact to:

1. Execute the following items (each a "Report" and, collectively, "Reports"), on my behalf and in my capacity as a reporting person of Sunoco Partners LLC ("Company"), which Company is the general partner of Sunoco Logistics Partners L.P. ("Partnership"):

a. Forms 3, 4 and 5 and any other report required pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder; and

b. Form 144 and any other similar report required under the Securities Act of 1933, as amended; and

2. Perform any and all acts on my behalf which may be necessary or desirable to complete and execute any Reports and timely file such Reports with the United States Securities and Exchange Commission and/or any stock exchange or similar authority; and

3. Take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by the undersigned, it being understood that any document executed by such attorney-in-fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in their discretion.

I grant to each such attorneys-in-fact full power and authority to do and perform any act necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation. I ratify and confirm all that such attorney-in-fact, or any substitute of such attorney-in-fact, shall lawfully do or cause to be done by the rights and powers granted by this Power of Attorney.

I acknowledge that each such attorney-in-fact, in serving in such capacity at my request, is not assuming, nor is the Company, or the Partnership, assuming, any of my responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, Rule 144 under the Securities Act of 1933, or applicable federal or state securities laws generally.

This Power of Attorney shall remain in full force and effect until I am no longer required to file any Reports with respect to my holdings of and transactions in securities issued by the Company, and/or the Partnership, unless I earlier revoke it in a signed writing delivered to the General Counsel and Secretary of the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 24th day of January, 2013.

/s/Kathleen Shea-Ballay
Senior Vice President, General Counsel
& Secretary

/s/Dawn A. Womack
Attest: Dawn A. Womack
Assistant Secretary