

Keene Christopher W
Form 4
February 11, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Keene Christopher W

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1735 MARKET STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2009

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice President

PHILADELPHIA, PA 19103-7583

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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	02/09/2009		M ⁽¹⁾		10,360	A	\$ 0
Common Units	02/09/2009		F		3,370	D	\$ 54.69

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

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information contained in this form are not
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(9-02)

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Units	<u>(2)</u>	02/09/2009		<u>A</u> ⁽¹⁾	10,360	<u>(3)</u> <u>(3)</u>	Common Units 10,360
Restricted Units	<u>(2)</u>	02/09/2009		<u>M</u> ⁽¹⁾	10,360	<u>(3)</u> <u>(3)</u>	Common Units 10,360

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Keene Christopher W 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	Vice President

Signatures

/s/ Marci K. Donnelly, attorney-in-fact for Christopher W. Keene 02/11/2009

__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) Settlement in transaction exempt under Rule 16b-3 of restricted units granted on April 17, 2006 under the Sunoco Partners LLC Long-Term Incentive Plan ("LTIP"). Payout of restricted units settled in common units at the end of the applicable performance period.
- (2) The conversion rate is 1 for 1.
- (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.