

SUNOCO LOGISTICS PARTNERS L.P.

Form 8-K

May 04, 2009

**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: May 4, 2009**

**(Date of earliest event reported): May 1, 2009**

**SUNOCO LOGISTICS PARTNERS L.P.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1-31219**  
**(Commission file number)**

**23-3096839**  
**(IRS employer**

**identification number)**

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1735 Market Street, Suite LL, Philadelphia, PA  
(Address of principal executive offices)

19103-7583  
(Zip Code)

(215) 977-3000

(Registrant's telephone number, including area code)

N/A

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

Check the appropriate box below if the Form 8-K 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))

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

Christopher W. Keene, Vice President, Business Development of Sunoco Partners LLC ( the Company ), general partner of Sunoco Logistics Partners L.P. (the Partnership ), will leave his position effective as of May 14, 2009 to pursue other opportunities. Mr. Keene s departure did not result from any disagreement with the Company or the Partnership on any matter relating to either entity s operations, policies or practices.

In connection with his departure, the special unit award granted to Mr. Keene on January 26, 2007 pursuant to the Company s Long-Term Incentive Plan (further described in the Partnership s Form 10-K for the year ended December 31, 2008 and filed on February 24, 2009) will vest at a payout percentage of 100% and will become payable on May 28, 2009, together with all applicable distribution equivalent rights.

**SIGNATURE**

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 thereunto duly authorized.

**SUNOCO LOGISTICS PARTNERS LP.**

**By: Sunoco Partners LLC,**

**its General Partner**

**By: /s/ BRUCE D. DAVIS, JR.**

**Bruce D. Davis, Jr.**

**Vice President, General Counsel**

**and Secretary**

**May 4, 2009**

**Philadelphia, PA**