

OERTON COLIN A  
Form 4  
February 03, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
OERTON COLIN A

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)  
1801 MARKET STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
V. P. & Chief Fin. Officer

PHILADELPHIA, PA 19103

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Units	02/01/2005		M <sup>(1)</sup>		15,000	A	\$ 0 21,400	D
Common Units	02/01/2005		M <sup>(1)</sup>		5,401	A	\$ 0 26,801	D
Common Units	02/01/2005		M <sup>(1)</sup>		2,067	A	\$ 0 28,868	D
Common Units	02/01/2005		M		20,605	A	\$ 0 49,473	D

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

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(9-02)

**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 Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title or Number of
Restricted Units	\$ 0	02/01/2005		M <sup>(1)</sup>	5,401	08/08/1988 08/08/1988	Common Units 5
Restricted Units	\$ 0	02/01/2005		M <sup>(1)</sup>	2,067	08/08/1988 08/08/1988	Common Units 2
Restricted Units	\$ 0 <sup>(2)</sup>	02/01/2005		A <sup>(3)</sup>	20,605	08/08/1988 08/08/1988	Common Units 20
Restricted Units	\$ 0	02/01/2005		M <sup>(1)</sup>	20,605	08/08/1988 08/08/1988	Common Units 20
Restricted Units	\$ 0	02/01/2005		M <sup>(1)</sup>	15,000	11/30/2002 11/30/2012	Common Units 15

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OERTON COLIN A 1801 MARKET STREET PHILADELPHIA, PA 19103			V. P. & Chief Fin. Officer	

## Signatures

/s/ Bruce D. Davis, Jr.,  
Attorney-in-fact for

02/03/2005

\_\_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 16(b)3 of restricted units granted on July 23, 2002 under the Sunoco Partners LLC Long Term Incentive Plan ("LTIP"). Payout settled in common units at the end of the applicable performance period.

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- (2) The conversion rate is 1 for 1.

Consists of 2,066 and 13,332 restricted units, representing final vested portion of awards ("launch" and "initial" grants, respectively), made to reporting person on July 23, 2002 under the Sunoco Partners LLC Long Term Incentive Plan ("LTIP"). Also includes 5,206

- (3) restricted units reflecting certain distribution equivalent rights associated with these awards. Payout settled in common units at the end of the applicable performance period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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