

SUNOCO LOGISTICS PARTNERS L.P.

Form 8-K

October 07, 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: October 7, 2009**

**(Date of earliest event reported): October 6, 2009**

**SUNOCO LOGISTICS PARTNERS L.P.**

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

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(State or other jurisdiction  
of incorporation)

(Commission file number)

(IRS employer  
identification number)

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

(215) 977-3000

19103-7583  
(Zip Code)

(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 7.01. Regulation FD Disclosure.**

On October 6, 2009, Sunoco Logistics Partners L.P. (the Partnership) issued a press release discussing the potential impacts to the Partnership of Sunoco, Inc.'s decision to idle its Eagle Point, New Jersey refinery. A copy of this press release is attached as Exhibit 99.1 and is incorporated herein by reference.

The information in this report, being furnished pursuant to Items 7.01, and 9.01 related thereto 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 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

**Exhibit  
No.**

**Exhibit**

**99.1 Press release dated October 6, 2009.**

*Forward-Looking Statements*

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.

**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: */s/* **BRUCE D. DAVIS, JR.**  
**Bruce D. Davis, Jr.**

**Vice President, General Counsel and Secretary**

**October 7, 2009**

**Philadelphia, PA**

**EXHIBIT INDEX**

**Exhibit**

No.	Exhibit
99.1	Press release dated October 6, 2009.

Broker-Dealer  
File Number

Number of Shares  
or Other Units  
To Be Sold  
*(See instr.3(c))*

Aggregate  
Market  
Value  
*(See instr.3(d))*

Number of Shares  
or Other Units  
Outstanding  
*(See instr.3(e))*

Approximate  
Date of Sale  
*(See instr.3(f))*  
(MO DAY YR)

Name of Each  
Securities  
Exchange  
*(See instr.3(g))*

Common Stock

BNY Mellon Securities LLC  
480 Washington Blvd.  
Jersey City, New Jersey 07310

7,000

\$172,760.00

(as of 04/29/10)

421,530,806

(as of 02/26/10)

04/30/10

New York Stock Exchange

**INSTRUCTIONS:**

- 1. (a) Name of issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code
- 2. (a) Name of person for whose account the securities are to be sold
- (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (c) Such person's address, including zip code
- 3. (a) Title of the class of securities to be sold
- (b) Name and address of each broker through whom the securities are intended to be sold
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
- (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
- (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
- (f) Approximate date on which the securities are to be sold
- (g) Name of each securities exchange, if any, on which the securities are intended to be sold

**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 control number.**

SEC 1147

(08-07)

**TABLE I - SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date You Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Stock	05/19/00	Exercise of Stock Options awarded pursuant to Issuer's 1995 Executive Equity Incentive Plan.	Macy's, Inc.	7,000	(1)	(1)

<b>INSTRUCTIONS:</b>	If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other
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obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
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**REMARKS:**

- (1) Securities are to be acquired pursuant to an exercise of stock options awarded at an exercise price of \$19.9687 which price will be netted out of the proceeds received upon sale of all such stock.
- (2) The filing of this Form 144 shall not be construed as an admission that the undersigned is an Affiliate of the Issuer.

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any materiel adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If each person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

04/30/10

DATE OF NOTICE

/s/Dennis J. Broderick (2)

Dennis J. Broderick, as attorney-in-fact for  
Marna C. Whittington pursuant to a Power of Attorney

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,  
IF RELYING ON RULE 10B5-1

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

SEC 1147 (04-07)