

SUNOCO LOGISTICS PARTNERS LP

Form 8-K

August 11, 2008

**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: August 11, 2008**

**(Date of earliest event reported): August 11, 2008**

**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)

(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective August 11, 2008, Lynn Lavery Elsenhans was elected to the Board of Directors of Sunoco Partners LLC (the Company), the general partner of Sunoco Logistics Partners L.P. (the Partnership), by unanimous consent of the members. Ms. Elsenhans will serve as a director of the Company until the earlier of her resignation, or removal or death, or such time as her successor is elected or qualified. Ms. Elsenhans will not serve on any committees of the Company's Board of Directors.

Each of the Company's members is a wholly-owned subsidiary of Sunoco, Inc. Ms. Elsenhans currently is Chief Executive Officer and President of Sunoco, Inc. and is also a member of Sunoco, Inc.'s Board of Directors. There is no arrangement or understanding between Ms. Elsenhans and any other person, other than Sunoco, Inc., pursuant to which Ms. Elsenhans was elected as a director. Ms. Elsenhans has not entered into any agreement or transaction with the Company or the Partnership, in which she has, or will have, a direct or indirect material interest.

**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**

**August 11, 2008**

**Philadelphia, PA**