

FRETZ DEBORAH M
Form 4
February 26, 2009

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 *
FRETZ DEBORAH M

2. Issuer Name and Ticker or Trading Symbol
SUNOCO LOGISTICS PARTNERS L.P. [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)
02/24/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Director, President & CEO

PHILADELPHIA, PA 19103-7583

(City) (State) (Zip)

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

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 or Price		
Common Units	02/24/2009		S(1)		\$ 48.4467 (2)	D	
Common Units	02/24/2009		S(1)		\$ 49.3359 (3)	D	
Common Units	02/24/2009		S(1)		\$ 50.06 (4)	D	
Common Units	02/25/2009		S(1)		\$ 51.1384 (5)	D	

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Common Units 02/25/2009 S⁽¹⁾ 1,600 D \$ 51.9582 111,259 D
 (6)

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

Persons who 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 1474 (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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRETZ DEBORAH M 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	X		Director, President & CEO	

Signatures

/s/ Marci K. Donnelly, attorney-in-fact for Deborah M. Fretz 02/26/2009
 **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) All reported sales have been made pursuant to a Rule 10b5-1 trading plan that was announced publicly on February 17, 2009 and became effective on February 23, 2009.
- (2) The price in Column 4 is a weighted average price. The prices actually received ranged from \$47.79 to \$48.77. For all transactions reported in this Form 4 utilizing a weighted average price, the reporting person will provide to the issuer, any security holder of the issuer,

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or the SEC staff, upon request, information regarding the number of units sold at each price within the range.

- (3) The price in Column 4 is a weighted average price. The prices actually received ranged from \$48.87 to \$49.85.
- (4) The price in Column 4 is a weighted average price. The prices actually received ranged from \$50.00 to \$50.18.
- (5) The price in Column 4 is a weighted average price. The prices actually received ranged from \$50.50 to \$51.50.
- (6) The price in Column 4 is a weighted average price. The prices actually received ranged from \$51.62 to \$52.21.

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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