

SUNOCO LOGISTICS PARTNERS OPERATIONS LP  
Form FWP  
July 29, 2011

Filed Pursuant to Rule 433 of the Securities Act

Registration No. 333-155644

333-155644-01

July 28, 2011

**Final Pricing Terms**

**Sunoco Logistics Partners Operations L.P.**

**\$300,000,000 4.650% Senior Notes Due 2022**

**\$300,000,000 6.100% Senior Notes Due 2042**

<b>Issuer</b>	Sunoco Logistics Partners Operations L.P.
<b>Guarantor</b>	Sunoco Logistics Partners L.P.
<b>Ratings*</b>	Baa2 / BBB / BBB (stable/stable/stable)
<b>Principal Amount</b>	\$300,000,000 for the 2022 Senior Notes \$300,000,000 for the 2042 Senior Notes
<b>Pricing Date</b>	July 28, 2011
<b>Settlement Date</b>	August 2, 2011
<b>Maturity Date</b>	February 15, 2022 for the 2022 Senior Notes February 15, 2042 for the 2042 Senior Notes
<b>Benchmark Treasury</b>	3.125% due May 15, 2021 4.750% due February 15, 2041
<b>Benchmark Treasury Price</b>	101.421875% for the 3.125% due May 15, 2021 108.3125% for the 4.750% due February 15, 2041
<b>Benchmark Treasury Yield</b>	2.956% for the 3.125% due May 15, 2021 4.253% for the 4.750% due February 15, 2041
<b>Reoffer Spread to Benchmark</b>	+ 170 bps for the 2022 Senior Notes + 185 bps for the 2042 Senior Notes
<b>Reoffer Yield</b>	4.656% for the 2022 Senior Notes 6.103% for the 2042 Senior Notes
<b>Coupon</b>	4.650% for the 2022 Senior Notes 6.100% for the 2042 Senior Notes

<b>Coupon Payment Dates</b>	Semi-annually each February 15 and August 15, beginning February 15, 2012
<b>Price to the Public (%)</b>	99.948% for the 2022 Senior Notes 99.955% for the 2042 Senior Notes
<b>Gross Spread</b>	0.650% for the 2022 Senior Notes 0.875% for the 2042 Senior Notes
<b>CUSIP</b>	86765B AJ8 for the 2022 Senior Notes 86765B AK5 for the 2042 Senior Notes
<b>ISIN</b>	US86765BAJ89 for the 2022 Senior Notes US86765BAK52 for the 2042 Senior Notes
<b>Make-whole call</b>	T + 25 bps for the 2022 Senior Notes T + 30 bps for the 2042 Senior Notes
<b>Joint Book-Running Managers</b>	Barclays Capital Inc. Citigroup Global Markets Inc.
<b>Senior Co-Managers</b>	RBS Securities Inc. TD Securities (USA) LLC Wells Fargo Securities, LLC
<b>Co-Managers</b>	Deutsche Bank Securities Inc. Mitsubishi UFJ Securities (USA), Inc. Mizuho Securities USA Inc. PNC Capital Markets LLC Scotia Capital (USA) Inc. UBS Securities LLC U.S. Bancorp Investments, Inc.
<b>Relationships with the Underwriters</b>	

Affiliates of the underwriters except for Mizuho Securities USA Inc., PNC Capital Markets LLC, RBS Securities Inc., Scotia Capital (USA) Inc., TD Securities (USA) LLC and U.S. Bancorp Investments, Inc. are lenders under our \$395 million revolving credit facility that matures in November 2012.

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a base prospectus) and a prospectus supplement with the U.S. Securities and Exchange Commission ( SEC ) for this offering. Before you invest, you should read the prospectus supplement for this offering, the base prospectus in that registration statement and other documents the issuer (including its parent, Sunoco Logistics Partners L.P.) has filed with the SEC for more complete information about the issuer (including its parent, Sunoco Logistics Partners L.P.) and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at <http://www.sec.gov>. Alternatively, you may obtain a copy of the prospectus supplement from Barclays Capital Inc. by calling 888-603-5847 or Citigroup Global Markets Inc. by calling 877-858-5407.**