

SUNOCO LOGISTICS PARTNERS LP

Form 8-K

March 30, 2004

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: March 30, 2004

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)

Ten Penn Center, 1801 Market Street, Philadelphia, PA 19103-1699

(Address of principal executive offices) (Zip Code)

(215) 977-3000

(Registrant's telephone number, including area code)

Item 5. Other Events.

On March 29, 2004, the Board of Directors of Sunoco Partners LLC amended the limited partnership agreement of Sunoco Logistics Partners L.P. A copy of the amendment is attached hereto as Exhibit 99.1.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

99.1 Amendment No. 3 to First Amended and Restated Agreement of Limited Partnership of Sunoco Logistics Partners, L.P.

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/ SEAN P. McGRATH

Sean P. McGrath
Comptroller
(Principal Accounting Officer)

Date: March 30, 2004

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit</u>
99.1	Amendment No. 3 to First Amended and Restated Agreement of Limited Partnership of Sunoco Logistics Partners, L.P.