

SUNOCO LOGISTICS PARTNERS L.P.
 Form 3
 June 10, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Gvazdauskas Peter J | | (Month/Day/Year) | SUNOCO LOGISTICS PARTNERS L.P. [SXL] | |
| (Last) | (First) | (Middle) | 03/03/2015 | |
| 1818 MARKET STREET, STE 1500 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PHILADELPHIA, PA 19103 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | CFO and Treasurer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Units | 19,109 | D | |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---------------------------------|------------------|------------------|--------------|----------------------------|-------------------|----------------------------|---|
| Restricted Units ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Units | 24,353 | \$ ⁽³⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gvazdauskas Peter J 1818 MARKET STREET, STE 1500 PHILADELPHIA, PA 19103 | Â | Â | Â CFO and Treasurer | Â |

Signatures

Peggy J. Harrison, Attorney-in-fact for Mr. Gvazdauskas

06/10/2015

__Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- The reporting person has received the following grants of Restricted Units pursuant to the Sunoco Partners LLC ("Company") Amended and Restated Long-Term Incentive Plan in transactions exempt under Rule 16b-3: (i) 10,000 Restricted Units (4,000 of which have vested), granted January 24, 2013, which vest incrementally over five years, (ii) 9,200 Restricted Units, granted January 29, 2014, which vest ratably in increments of sixty percent after three years and the additional forty percent after five years, and (iii) 9,153 Restricted Units, granted December 5, 2014, which vest ratably in increments of sixty percent after three years and the additional forty percent after five years, in each case of (i), (ii), and (iii) the vesting of which is contingent only upon the continued employment of the reporting person with the Company through the end of each respective vesting cycle.
- (1) Not applicable.
 - (2) Each Restricted Unit represents a contingent right to receive one Common Unit of SXL.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. 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 number.