

SUNOCO LOGISTICS PARTNERS LP
Form 8-K
May 20, 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: May 20, 2008

(Date of earliest event reported): May 16, 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)

19103-7583
(Zip Code)

(215) 977-3000

(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 Principal Officers; Election of Directors; Appointment of Principal Officers

By letter dated May 16, 2008, Gary W. Edwards announced his resignation as a director of Sunoco Partners LLC (the Company), general partner of Sunoco Logistics Partners L.P. (the Partnership), effective as of such date. Mr. Edwards' resignation was not the result of any disagreement relating to the operations, policies or practices of either the Company or the Partnership.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 17.1. Resignation letter, dated May 16, 2008, from Gary W. Edwards

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/ DANIEL D. LEWIS
Daniel D. Lewis
Comptroller**

May 20, 2008

Philadelphia, PA

EXHIBIT INDEX

| Exhibit No. | Exhibit |
|--------------------|---|
| 17.1 | Resignation letter, dated May 16, 2008, from Gary W. Edwards. |