FRETZ DEBORAH M

Form 4

February 09, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

January 31,

2005

0.5

Expires: Estimated average

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if no longer

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Units

02/09/2010

(Print or Type Responses)

FRETZ DEBORAH M S			er Name and Ticker or Trading OCO LOGISTICS PARTNERS SXL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 1735 MARI	(First) (M	,	of Earliest Transaction Day/Year) 2010	X Director 10% OwnerX Officer (give title Other (specify below) Director, President & CEO		
DHII ADEI	(Street) PHIA, PA 19103	Filed(Mo	nendment, Date Original onth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City)		(7:n)	bla I - Non-Derivativo Socurities A	Person equired, Disposed of, or Beneficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D. Code (Instr. 3, 4 and 5)	5. Amount of 6. 7. Nature of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)		
Common Units	02/09/2010		M(1) 44,724 A \$ 0	120,083 D		

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

F

17,971 D

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102,112

D

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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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of onDerivative 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Units	(2)	02/09/2010		A(1)	44,724		(3)	(3)	Common Units	44,724
Restricted Units	<u>(2)</u>	02/09/2010		M(1)		44,724	(3)	(3)	Common Units	44,724

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	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 02/09/2010

**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) Settlement in transaction exempt under Rule 16b-3 of restricted units granted on January 26, 2007 under the Sunoco Partners LLC Long-Term Incentive Plan ("LTIP"). Payout of restricted units settled in common units at the end of the applicable performance period.
- (2) The conversion rate is 1 for 1.
- (3) Not Applicable

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.

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