Edgar Filing: SUNOCO LOGISTICS PARTNERS LP - Form 4

SUNOCO I Form 4 August 15,	LOGISTICS PAR	TNERS LF)							
FORM	ЛЛ								PPROVA	L
	UNITED	STATES		RITIES A			E COMMISSIO	N OMB Number:	3235-	0287
Check t if no lor subject	to STATEN	IENT OF	CHAN				WNERSHIP OI	Expires:	Expires: January 20 Estimated average burden hours per	
Section Form 4 Form 5	or	SECURITIES								
obligati may con <i>See</i> Inst 1(b).	ons Section 17(a) of the P	ublic U	tility Hol	ding Co		nge Act of 1934, t of 1935 or Secti 1940			
(Print or Type	Responses)									
1. Name and EDWARD		2. Issue Symbol	er Name an o	d Ticker o	or Trading	5. Relationship of Reporting Person(s) to Issuer				
		SUNO LP [SX		STICS	PARTNER	Check all applicable)				
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 08/14/2007				X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street)			4. If Amendment, Date OriginalFiled(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
PHILADE	LPHIA, PA 19103	8-7583						More than One R		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	1
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution I any	ion Date, if Trar Cod		4. Securities ionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	SecuritiesForm: DirectInBeneficially(D) or IndirectBOwned(I)OFollowing(Instr. 4)(IReportedTransaction(s)		
				Code V						
Reminder: Re	port on a separate line	e for each clas	ss of secu	urities bene	•	•	•			
					infor requ	mation con ired to resp	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)	

number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Derivat
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Securit

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	 B) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 			(Instr. :			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Units	(1)	08/14/2007		A <u>(2)</u>		133		(3)	(3)	Common Units	133	\$ 53.3
Voluntary Deferred Restricted Units	(1)	08/14/2007		A <u>(4)</u>		237		(3)	(3)	Common Units	237	\$ 53.3

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
EDWARDS GARY W				
1735 MARKET STREET	Х			
PHILADELPHIA, PA 19103-7583				
Signatures				
Bruce D. Davis, Jr., Attorney-in-fac	t for Gar	y W.		
Edwards			08	8/15/2007
** Signature of Reporting Per			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) The conversion rate is 1 for 1.
- (4) Crediting of restricted units representing voluntary deferred compensation pursuant to the Directors' Deferred Compensation Plan, in transactions exempt under Rule 16b-3(d).
- (3) Not Applicable
- (2) Restricted Units acquired pursuant to the Directors' Mandatory Deferred Compensation Account, in transactions exempt under Rule 16b-3(d).

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.