

FRETZ DEBORAH M
Form 4
February 03, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
FRETZ DEBORAH M

2. Issuer Name and Ticker or Trading Symbol
SUNOCO LOGISTICS PARTNERS LP [SXL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1801 MARKET STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Director, President & CEO

PHILADELPHIA, PA 19103

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Units | 02/01/2005 | | M ⁽¹⁾ | 34,742 A \$ 0 | 36,342 | D | |
| Common Units | 02/01/2005 | | M ⁽¹⁾ | 25,000 A \$ 0 | 61,342 | D | |
| Common Units | 02/01/2005 | | M ⁽²⁾ | 63,967 A \$ 0 | 125,309 | D | |
| Common Units | 02/01/2005 | | F | 50,352 D \$ 40.65 | 74,957 | D | |

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

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.

SEC 1474
(9-02)

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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative 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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--------|-----|--|------------------|---|
| | | | | | Code | V | (A) | (D) | Date Exercisable | |
| Restricted Units | \$ 0 | 02/01/2005 | | M ⁽¹⁾ | | 34,742 | | 08/08/1988 | 08/08/1988 | Common Units |
| Restricted Units | \$ 0 | 02/01/2005 | | M ⁽¹⁾ | | 25,000 | | 08/08/1988 | 08/08/1988 | Common Units |
| Restricted Units | \$ 0 ⁽³⁾ | 02/01/2005 | | A ⁽²⁾ | | 63,967 | | 08/08/1988 | 08/08/1988 | Common Units |
| Restricted Units | \$ 0 | 02/01/2005 | | M ⁽¹⁾ | | 63,967 | | 08/08/1988 | 08/08/1988 | Common Units |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FRETZ DEBORAH M 1801 MARKET STREET PHILADELPHIA, PA 19103 | | | Director, President & CEO | |

Signatures

/s/ Bruce D. Davis, Jr.,
Attorney-in-fact for

02/03/2005

**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 16(b)3 of restricted units granted on July 23, 2002 under the Sunoco Partners LLC Long Term Incentive Plan ("LTIP"). Payout settled in common units at the end of the applicable performance period.

(2) Consists of 25,000 and 38,967 restricted units, representing final vested portion of awards ("launch" and "initial" grants, respectively) made to reporting person on July 23, 2002 under the Sunoco Partners LLC Long Term Incentive Plan ("LTIP"). Payout settled in common units at the end of the applicable performance period.

Edgar Filing: FRETZ DEBORAH M - Form 4

(3) The conversion rate is 1 for 1.

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.