

BERRY L WILSON JR  
 Form 4  
 May 13, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
**BERRY L WILSON JR**

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)  
**05/13/2005**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**PHILADELPHIA, PA 19103**  
 (City) (State) (Zip)

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

**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)
				(A) or (D)	Price		
				Code	V	Amount	

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Units	\$ 0								08/08/1988	08/08/1988	Common Units	809
Restricted Units	(1)	05/13/2005		A(2)			122		08/08/1988	08/08/1988	Common Units	122
Voluntary Deferred Restricted Units	\$ 0								08/08/1988	08/08/1988	Common Units	449
Voluntary Deferred Restricted Units	(1)	05/13/2005		A(4)			278		08/08/1988	08/08/1988	Common Units	278

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERRY L WILSON JR 1801 MARKET STREET PHILADELPHIA, PA 19103			X	

## Signatures

Bruce D. Davis, Jr., Attorney-in-fact for L. Wilson Berry, Jr. 05/13/2005

\_\_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) The conversion rate is 1 for 1.
- (3) Balance of 931 restricted units beneficially owned following reported transaction.
- (4) Crediting of restricted units representing voluntary deferred compensation pursuant to the Directors' Deferred Compensation Plan, in transactions exempt under Rule 16b-3(d).
- (5) Balance of 727 voluntary deferred restricted units beneficially owned following reported transactions.
- (2)

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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.