

SUNOCO LOGISTICS PARTNERS L.P.
 Form 4/A
 January 11, 2017

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 *
 Anderson Steven R.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1902 EAST 30TH PLACE
 (Street)
 TULSA, OK 74114
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 01/03/2017
 4. If Amendment, Date Original Filed(Month/Day/Year)
 01/04/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 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 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)	Code	V	Amount	(D)	Price

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 Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)									(Instr. 3, 4, and 5)
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Units	<u>(1)</u>	01/03/2017	A	4,170 <u>(2)</u>					<u>(3)</u>	<u>(3)</u>	Common Units	4,170	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anderson Steven R. 1902 EAST 30TH PLACE TULSA, OK 74114	X			

Signatures

Kathleen Shea-Ballay, Attorney-in-fact for Mr. Anderson 01/11/2017
**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) Each Restricted Unit represents a contingent right to receive one Common Unit of SXL.
This Form 4/A is being filed to correct the number of Restricted Units previously reported that were granted pursuant to the Sunoco Partners LLC ("Company") Amended and Restated Long-Term Incentive Plan ("LTIP") in a transaction exempt under Rule 16b-3. These restricted units vests ratably in increments of sixty percent after three years and the additional forty percent after five years. Incremental settlement is contingent only upon the individual continuing as a Director of the Company through the end of each vesting cycle.
- (3) The Restricted Units will vest 60% on December 31, 2019 and 40% on December 31, 2021 contingent upon the individual continuing as a Director of the Company through the end of each vesting cycle.

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.