

SUNOCO LOGISTICS PARTNERS L.P.

Form 3

July 17, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

Energy Transfer Partners, L.P.

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

10/05/2012

3. Issuer Name **and** Ticker or Trading Symbol

SUNOCO LOGISTICS PARTNERS L.P. [SXL]

4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

3738 OAK LAWN AVE.

(Street)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_X\_ Form filed by More than One  
Reporting Person

DALLAS, TX 75219

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Units

33,530,637

I

By Sunoco Partners LLC <sup>(1)</sup>Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)Date  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)Title  
Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

Shares

(I)  
(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Energy Transfer Partners, L.P. 3738 OAK LAWN AVE. DALLAS, TX 75219	Â	Â X	Â	Â
SUNOCO PARTNERS LLC 1818 MARKET STREET - SUITE 1500 PHILADELPHIA, PA 19103	Â	Â X	Â	Â

## Signatures

Energy Transfer Partners, L.P., by: Energy Transfer Partners GP, L.P., its general partner, by:  
Energy Transfer Partners, L.L.C., its general partner, by: William J. Healy, Associate General  
Counsel and Asst. Sec.

07/17/2013

\*\*Signature of Reporting Person

Date

Sunoco Partners LLC, by: Energy Transfer Partners, L.P., its sole member, by: Energy  
Transfer Partners GP, L.P., its general partner, by: Energy Transfer Partners, L.L.C., its general  
partner, by: William J. Healy, Associate General Counsel and Asst. Sec.

07/17/2013

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Sunoco Partners LLC ("Sunoco Partners") is a wholly owned subsidiary of Energy Transfer Partners, L.P. ("ETP"). On October 5, 2012, ETP acquired all of the outstanding membership interests in Sunoco Partners. Sunoco Partners was the direct owner of 33,530,637 common units of SXL until July 11, 2013, when Sunoco Partners contributed such common units to ETP. The contribution of common units to ETP represented a change in form of beneficial ownership only.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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