Edgar Filing: SUNOCO LOGISTICS PARTNERS LP - Form 4

SUNOCO LOGISTICS PARTNERS LP

Form 4

February 16, 2005

FORM 4

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

OMB Number: 3235-0287

Estimated average

Expires:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

January 31, 2005

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

OMB APPROVAL

1(b).

(Print or Type Responses)

SUNOCO PARTNERS LLC Symbo SUNO			Symbol	OCO LOGISTICS PARTNERS					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (I	(3. Date of Earliest Transaction (Month/Day/Year) 02/15/2005			- b	DirectorX 10% Owner Officer (give titleX Other (specify below) General Partner					
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				A -	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Non-I	Deriva	ative Secu	ırities	Acqui	red, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dany (Month/Day	Date, if	3. Transactic Code (Instr. 8)	onor D (Inst	ecurities A visposed o tr. 3, 4 and	f (D)	ed (A)	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 Indirect Beneficial Ownership (Instr. 4)	
Units	02/15/2005			$M_{}^{(1)}$	2,84	45,910	A	<u>(2)</u>	6,301,005	D (3)		

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)

Edgar Filing: SUNOCO LOGISTICS PARTNERS LP - Form 4

1. Title of	2.	3. Transaction Date		4.		umber of	6. Date Exer		7. Title and A	
Derivative Security	Conversion or Exercise	(Month/Day/Year)	Execution Date, if	TransactionDerivative Code Securities			Expiration Date (Month/Day/Year)		Underlying Securitie (Instr. 3 and 4)	
(Instr. 3)	Price of Derivative Security		any (Month/Day/Year)	(Instr. 8)	Securities) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Monul/Day/Year)		(msu. 3 and	+)
	·			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Subordinated Units	<u>(4)</u>	02/15/2005		M <u>(1)</u>		2,845,910	(5)	(5)	Common Units	2,84

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SUNOCO PARTNERS LLC								
		X		General Partner				

Signatures

/s/ Bruce D. Davis, Jr., VP, General Counsel & Secretary

02/16/2005

**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 transaction described herein is also exempt under Rule 16b-6(b) as the conversion of a derivative security, thus Transaction Code C is also applicable.
 - 2,845,910 shares of Subordinated Units representing limited partner interests ("Subordinated Units") converted into an equal number of Common Units on February 15, 2005, pursuant to the terms of the Issuer's Second Amended and Restated Agreement of Limited
- Partnership, dated as of July 20, 2004, as amended. The joint filers are jointly filing this Form 4 and information regarding the joint filers other than Sunoco Partners LLC is set forth on Exhibit 99 to this Form 4. The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein, and this report shall not be deemed as admission that the reporting persons are beneficial owners of the reported securities for purposes of Section 16 or for any other purpose.
- Sunoco Partners LLC is the record and beneficial owner of the Common Units and Subordinated Units reported on this form. Each of Sunoco, Inc. (R&M), Sun Pipe Line Company, and Atlantic Refining & Marketing Corp., directly or indirectly, owns an interest in Sunoco Partners LLC and is a member of a "group" for purposes of Section 13(d) of the Exchange Act. This form comprises a joint filing by Sunoco Partners LLC; Sunoco, Inc. (R&M); Sun Pipe Line Company; and Atlantic Refining & Marketing Corp.
- (4) The conversion rate is 1 for 1.
- (5) None
- (6) Not Applicable

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.

Reporting Owners 2