

SUNOCO LOGISTICS PARTNERS L.P.
 Form 3
 July 17, 2013

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

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Energy Transfer Partners, L.P. | | (Month/Day/Year) | SUNOCO LOGISTICS PARTNERS L.P. [SXL] | |
| (Last) | (First) | (Middle) | 10/05/2012 | |
| 3738 OAK LAWN AVE. | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| DALLAS,Â TXÂ 75219 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (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 ⁽¹⁾ |

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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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 | ^ | ^ X | ^ | ^ |
| SUNOCO PARTNERS LLC 1818 MARKET STREET - SUITE 1500 PHILADELPHIA, PA 19103 | ^ | ^ X | ^ | ^ |

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. 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.