

SUNOCO LOGISTICS PARTNERS LP

Form 8-K

November 18, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report: November 18, 2008**

**(Date of earliest event reported): November 18, 2008**

**SUNOCO LOGISTICS PARTNERS L.P.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1-31219**  
**(Commission file number)**

**23-3096839**  
**(IRS employer**

**identification number)**

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1735 Market Street, Suite LL, Philadelphia, PA  
(Address of principal executive offices)

19103-7583  
(Zip Code)

(215) 977-3000

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure**

On November 18, 2008, executives of Sunoco Partners LLC, the general partner of Sunoco Logistics Partners L.P. (the Partnership), presented information about the Partnership described in the slides attached to this report as Exhibit 99.1 at an analyst conference hosted by the Partnership in New York, NY.

Exhibit 99.1 and the slides thereof are incorporated by reference herein. These slides are also available on the Partnership's website at [www.sunocologistics.com](http://www.sunocologistics.com).

The information in this report, being furnished pursuant to Items 7.01 and 9.01 of Form 8-K, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that Section, and is not incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits.

99.1 Slide presentation given on November 18, 2008 by executives of Sunoco Partners LLC, the general partner of Sunoco Logistics Partners L.P.

**Forward-Looking Statements**

Statements contained in the exhibit to this report that state the Partnership's or its management's expectations or predictions of the future are forward-looking statements. The Partnership's actual results could differ materially from those projected in such forward-looking statements. Factors that could affect such results include those mentioned in the documents that the Partnership has filed with the Securities and Exchange Commission.

**SIGNATURE**

**Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.**

**SUNOCO LOGISTICS PARTNERS LP.**

**By: Sunoco Partners LLC,  
its General Partner**

**By: /s/ Michael D. Galtman  
Michael D. Galtman  
Controller and Chief Accounting Officer**

**November 18, 2008**

**Philadelphia, PA**

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Exhibit</b>  |
|--------------------|---|
| 99.1               | Slide presentation given on November 18, 2008 by executives of Sunoco Partners LLC, the general partner of Sunoco Logistics Partners L.P. |