

# FORM 4

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

OMB APPROVAL  
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>Energy Transfer Partners, L.P.</b> (Last) (First) (Middle) <b>8111 WESTCHESTER DRIVE</b> (Street) <b>DALLAS, TX 75225</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Sunoco LP [ SUN ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <b>11/30/2015</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY) <b>12/3/2015</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	3A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Units	11/30/2015		C		10939436 (1)	A	(2)	37776746	I	See footnote (3)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Subordinated Units	(2)	11/30/2015		C		10939436 (1)	(2)	(2)	Common Units	10939436 (1)	(2)	0	I (2),(3)	See footnote (3)

#### Explanation of Responses:

- ( On December 2, 2015, the Reporting Person incorrectly reported the aggregate number of common units held after the conversion instead of the number of  
1) subordinated units that were converted into common units.
- ( Effective November 30, 2015, the 6,235,478 SUN subordinated units held by ETP Holdco Corporation and the 4,703,958 SUN subordinated units held by  
2) Heritage Holdings, Inc., all converted on a one-for-one basis into SUN common units upon the expiration of the subordination period as set forth in the  
Issuer's agreement of limited partnership.
- ( Giving effect to the conversion, ETP Holdco Corporation, an indirect wholly-owned subsidiary of Energy Transfer Partners, L.P. ("ETP") owns 18,808,703  
3) SUN common units, and Heritage Holdings, Inc., an indirect wholly-owned subsidiary of ETP, owns 14,189,021 SUN common units. In addition, 3,983,540  
SUN common units are owned by ETC M-A Acquisition LLC ("ETC M-A"), and 795,482 SUN common units are owned by ETP Retail Holdings LLC  
("ETP Retail Holdings"). Both ETC M-A and ETP Retail Holdings are wholly-owned subsidiaries of ETP.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Energy Transfer Partners, L.P. 8111 WESTCHESTER DRIVE DALLAS, TX 75225		X		

#### Signatures

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

12/3/2015

Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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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