

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<b>Energy Transfer Partners, L.P.</b>	<b>Sunoco LP [ SUN ]</b>	<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)
<b>3738 OAK LAWN AVE.</b>	<b>7/31/2015</b>	<b>Director by Deputization</b>
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>DALLAS, TX 75219</b>	<b>8/4/2015</b>	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. 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	(D)	Price

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Units	(1)	7/31/2015		J (2)		21978980		(1)	(1)	Common Units	21978980	\$43.99	21978980	I	By: ETP Holdco Corporation and its subsidiaries (3)

### Explanation of Responses:

- (1) The Class B Units will convert, on a one-for-one basis, into Common Units on the day immediately following the record date of the Issuer's second quarter 2015 distribution.
- (2) On July 31, 2015, pursuant to the terms of the Contribution Agreement dated as of July 14, 2015, Heritage Holdings, Inc. and ETP Holdco Corporation acquired an aggregate of 79,308 Common Units, 10,939,436 Subordinated Units and 21,978,980 Class B Units and cash in consideration for 100% of the shares of capital stock in Susser Holdings Corporation.
- (3) The Reporting Person's Form 4 filed on August 4, 2015 inadvertently reported these securities as being directly owned by the Reporting Person.

### Remarks:

The Reporting Person's Form 4 filed on August 4, 2015 inadvertently failed to note the "Director by Deputization" status of the Reporting Person. The Reporting Person controls the general partner of the Issuer and has the right to appoint all of the directors of the Board of Directors of the Issuer's general partner. Therefore, the Reporting Person may be deemed a director by deputization.

**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		Director by Deputization

**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

8/7/2015

\*\* 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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