

SUSSER PETROLEUM PARTNERS LP

Reported by
SUSSER HOLDINGS CORP

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/26/12 for the Period Ending 09/25/12

Address	555 EAST AIRTEX DRIVE HOUSTON, TX 77073
Telephone	(832) 234-3600
CIK	0001552275
Symbol	SUSP
SIC Code	5412 - Retail-Convenience Stores
Industry	Retail (Grocery)
Sector	Services
Fiscal Year	12/31

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

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,
Section 17(a) of the Public
Utility Holding Company Act of 1935 or Section 30(f) 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)		
Susser Holdings CORP			Susser Petroleum Partners LP			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Director by Deputization		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
4525 AYERS STREET			9/25/2012					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
CORPUS CHRISTI, TX 78415						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)			(Zip)		

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	(A) or (D)	Price
Common Units	9/25/2012		J (1)		14436	A	(1)
					14436	I	See Footnote (1)

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
Subordinated Units	(2)	9/25/2012		J (1)		10939436		(2)	(2)	Common Units	10939436
								(2)		I	See Footnote (1)

Explanation of Responses:

- (1) Pursuant to the Contribution Agreement by and among the Issuer, Susser Petroleum Partners GP LLC, Susser Holdings Corporation ("SHC"), Susser Holdings, L.L.C., Stripes LLC and Susser Petroleum Company LLC, dated September 25, 2012, Stripes LLC received 14,436 Common Units and 5,469,718 Subordinated Units and Stripes No. 1009 LLC received 5,469,718 in connection with the closing of the Issuer's initial public offering. SHC may be deemed to share beneficial ownership of Stripes LLC's and Stripes No. 1009 LLC's interests in the Issuer through SHC's ability to control Stripes LLC and Stripes No. 1009 LLC.
- (2) The Subordinated Units will convert into Common Units on a one-for-one basis at the end of the Subordination Period as described in the Issuer's Registration Statement on Form S-1 (File No. 333-182276).

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Susser Holdings CORP				

4525 AYERS STREET CORPUS CHRISTI, TX 78415		X	Director by Deputization
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Signatures

/s/ E.V. Bonner, Jr., Executive Vice President, Secretary & General Counsel

9/26/2012

** 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.

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.