

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

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	7/31/2015		J ⁽¹⁾		79308	D	(1)	0	I	By: Susser Holdings Corporation & its subsidiaries
Class A	7/31/2015		J ⁽¹⁾		11018744	A	(1)	11018744	I	By: Susser Holdings Corporation & its subsidiaries
Common Units	7/31/2015		J ⁽²⁾		79308	A	(2)	4858330	I	By: ETP Holdco Corporation and its subsidiaries

[illegible]

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	(4)	7/31/2015		(2)		21978980		(4)	(4)	Common Units	21978980	\$43.99	21978980	D	

Explanation of Responses:

- (1) On July 31, 2014, pursuant to the terms of the Contribution Agreement dated as of July 14, 2015 (the "Contribution Agreement"), Stripes LLC and Stripes No. 1009 LLC, wholly owned subsidiaries of Susser Holdings Corporation, exchanged their aggregate 79,308 Common Units for 79,308 Class A Units and converted their aggregate 10,939,436 Subordinated Units into 10,939,436 Class A Units.
- (2) On July 31, 2014, pursuant to the terms of the Contribution Agreement, 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 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).
- (4) 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.

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		

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

8/4/2015

** 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.

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.