

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 * Energy Transfer Partners, L.P. (Last) (First) (Middle) 8111 WESTCHESTER DRIVE (Street) DALLAS, TX 75225 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Sunoco LP [SUN]	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) 11/30/2015		6. Individual or Joint/Group Filing (Check Applicable Line) ____ <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	11/30/2015		C		32997724	A	(1)	59835034	I	See footnote (2)

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	(1)	11/30/2015		C		32997724	(1)	(1)	Common Units	32997724	(1)	0	I (1)(2)	See footnote (2)

Explanation of Responses:

- (Effective November 30, 2015, the 18,808,703 SUN subordinated units held by ETP Holdco Corporation and the 14,189,021 SUN subordinated units held by
- 1) 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.
- (Upon conversion,ETP Holdco Corporation, an indirect wholly-owned subsidiary of Energy Transfer Partners, L.P. ("ETP") owns 18,808,703 SUN common
- 2) units, and Heritage Holdings, Inc. an indirect wholly-owned subsidiary of ETP owns 14,189,021 SUN common units.

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

12/2/2015

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.