

# SUNOCO LP Reported by

## BRANNON RICHARD D

#### FORM 4

(Statement of Changes in Beneficial Ownership)

#### Filed 05/13/15 for the Period Ending 05/11/15

Address 555 EAST AIRTEX DRIVE

HOUSTON, TX 77073

Telephone (832) 234-3600

CIK 0001552275

Symbol SUN

SIC Code 5172 - Petroleum and Petroleum Products Wholesalers, Except Bulk Stations and Terminals

Industry Oil & Gas Operations

Sector Energy

Fiscal Year 12/31





[] 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   Sunoco LP   SUN   |   |            |         |             |            |  |                       |                 |                  |                                   |                |       |       |                               |                         |             |                |             |  |
|---|---|------------|---------|-------------|------------|--|-----------------------|-----------------|------------------|-----------------------------------|----------------|-------|-------|-------------------------------|-------------------------|-------------|----------------|-------------|--|
| C/O CH4 ENERGY III, LLC, 421 W.   S/11/2015   Street   City   State   City   City   City   City   Common Units   S/11/2015   Street   St    | 1. Name and Address of Reporting Person * |            |         |             | 2. I       | 2. Issuer Name <b>and</b> Ticker or Trading Symbol |                       |                 |                  |                                   |                |       |       |                               |                         |             |                |             |  |
| Common Units   Comm    | Brannon Richa                             | rd D       |         |             | Su         | no   | co LP [               | SUN             | ]                |                                   |                |       |       |                               |                         |             |                |             |  |
| C/O CH4 ENERGY III, LLC, 421 W. 3RD ST., SUITE750  (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (State)  (Instr. 3)  (Instr. 4)  (Instr.  | (Last)                                    | (First)    | (Mic    | ldle)       | 3. I       | Date   | of Earlie             | est Tra         | nsact            | ion (M                            | 1M/DI          | D/YY  | YYY)  | X Director                    |                         |             | _ 10% Own      | er          |  |
| STATE   | , ,                                       |            |         | ,           |            |  |                       |                 |                  |                                   |                |       |       | Officer (giv                  | ve title belov          | v)          | Other (spec    | ify below)  |  |
| FORT WORTH, TX 76102 (City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  Table II - Derivative Securities Beneficially Owned  1. Title of Perivate Securities Beneficially Owned  Table II - Derivative Securities Beneficially Owned  5/11/2015  A 1 1387  A 50 1387  Date Securities Ownerthible Securities Ownerthible Securities Ownerthible Securities Ownerthible Securities Ownerthible Security (Instr. 3)  Table II - Derivative Securities Beneficially Owned  (Instr. 8) Date Security (Instr. 3)  Table II - Derivative Securities Beneficially Owned  (Instr. 8) Date Securities Described Transaction(S)  A 1 1387  A 50 1387  D 0   | C/O CH4 ENE                               | RGY II     | I, LLC  | , 421 W     |            |  |                       | <b>5/</b> 1     | 11/2             | 015                               |                |       |       |                               |                         |             |                |             |  |
| FORT WORTH, TX 76102  (City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Trans. Date  Date  Date  Date, if any  Stable II - Derivative Securities Beneficially Owned  Table II - Derivative Securities Beneficially Owned  State  St  | 3RD ST., SUIT                             | E750       |         |             |            |  |                       |                 |                  |                                   |                |       |       |                               |                         |             |                |             |  |
| City   (State   City     |   | (Street)   |         |             |            |  |                       | ıt, Date        | Ori <sub>2</sub> | ginal                             | Filed          | l     |       |                               | or Joint/C              | Froup Filin | g (Check A     | pplicable   |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Trans. Deemed Execution Date, if any  5. It lite of Derivative Securities Beneficially Owned  2. Table II - Derivative Securities Beneficially Owned  5. It lite of Derivative Securities Beneficially Owned (Instr. 3)  2. Trans. Deemed Execution Date, if any  6. Ownership Form: Direct (D) perivative Securities Beneficially Owned (Instr. 3)  8. Price of Derivative Securities Beneficially Owned (Instr. 3)  9. Deemed Execution Date or Exercise Code Instr. 3, 4 and 5)  1. Title of Derivative Securities Beneficially Owned (Instr. 3)  1. Title of Derivative Securities Beneficially Owned (Instr. 3)  1. Title of Derivative Securities Beneficially Owned (Instr. 3)  2. Security (Instr. 3)  2. Trans. Date Securities Beneficially Owned (Instr. 3)  3. Trans. Code (Instr. 3)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3)  5. Nature Ownership Securities Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 3)  8. Price of Derivative Security (Instr. 3)  9. Number Oberivative Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 4)  9. Number Oberivative Security (Instr  | FORT WORT                                 | H, TX 7    | 6102    |             |            |  |                       |                 |                  |                                   |                |       |       |                               |                         |             |                |             |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Trans. Deemed Execution Date, if any  5. Table II - Derivative Securities Beneficially Owned  Code V Amount (D) Price  1. Title of Derivate Securities Security (Instr. 3)  2. Trans. Deemed Execution Date, if any  5. Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  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 Securities Date Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Securities Date Securities Date (Instr. 3)  3. Trans. Code (Instr. 4)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  A 1387 (1) A \$0 1387  D D  1. Title of Derivate Securities Securities Conversion or Exercise Price of Derivative Securities (Instr. 3)  2. Conversion or Exercise Price of Derivative Securities (Instr. 3)  3. Trans. Code (Instr. 4)  4. Trans. Code (Instr. 4)  5. Number of Derivative Securities (Instr. 3)  6. Date Exercisable and Expiration Date Acquired (A) or Disposed of (D) (Instr. 3 and 4)  8. Price of Derivative Securities Ownership Of Indirect (Instr. 4)  9. Price of Derivative Securities (Instr. 4)  1. Title and Amount of Securities Underlying Derivative Security (Instr. 5)  8. Price of Derivative Security (Instr. 4)  9. Number of Securities Underlying Derivative Security (Instr. 4)  1. Title and Amount of Securities (Instr. 5)  8. Price of Derivative Security (Instr. 4)  9. Number of Derivative Security (Instr. 4)  1. Nature of Derivative Securities (Instr. 4)  1. Nature of Derivative Securities (Instr. 4)  1. Title and Amount of Securities (Instr. 5)  8. Price of Derivative Security (Instr. 4)  9. Number of Derivative Security (Instr. 4)  9. Price of Derivative Security (Instr. 4)  9. Number of Derivative Security (Instr. 4)  9. Number of Derivat | (City)                                    | (State)    | (Zip    | )           |            |  |                       |                 |                  |                                   |                |       |       |                               |                         |             | Person         |             |  |
| 2. Trans. Date   3. Trans. Code (Instr. 3)   4. Securities   4. Securities   4. Securities   4. Securities   5. Amount of Securities    |   |            |         |             | I          |  |                       |                 |                  |                                   |                |       |       |                               |                         |             | 5              |             |  |
| Common Units   Date   Deemed Execution   Date, if any   Date   Expiration   Date, if any   Date   Date   Expiration   Date, if any   Date      |   |            | Tal     | ble I - Nor | ı-Deriv    | vativ  | ve Securi             | ties A          | cquii            | red, D                            | Dispo          | sed   | of,   | or Beneficially Ow            | ned                     |             |                |             |  |
| Execution   Date, if any   Disposed of (D)   (Instr. 3, 4 and 5)   (Instr. 3 and 4)   Disposed of (D)   (Instr. 4)   Disposed of (D)    |   |            |         |             |            | s.   |                       |                 | ıs.              |                                   |                |       |       |                               |                         | Owned       |                |             |  |
| Common Units    Solution   Code   V   Amount   Code   Cod  | (Instr. 3)                                |            | Date    |             | Execution  | (Instr.  | 8)                    | Disposed of (D) |                  |                                   |                |       |       |                               | Beneficial              |             |                |             |  |
| Common Units    Solution   Soluti  |   |            |         |             |            |  | Date, if any          | /               | -                | (Instr.                           | <del>-</del>   | _     | )     |                               |                         |             |                |             |  |
| Common Units  Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivate Security (Instr. 3)  Date Price of Derivative Security (Instr. 3)  Date Price of Derivative Security (Instr. 3)  Date Security (Instr. 3)  Date Demed Execution Date, if any Price of Derivative Securities (Instr. 8)  Date Date Expiration Date Security (Instr. 3 and 4)  Date Date Expiration Title Amount or Number of Price of Derivative Security (Instr. 4)  A \$0   |   |            |         |             |            |  |                       |                 |                  |                                   | C              | or    |       |                               |                         |             | ` ' `          |             |  |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivate Security (Instr. 3)  2. Conversion (Instr. 3)  2. Conversion (Instr. 3)  3. Trans. Date Price of Derivative Security (Instr. 3, 4 and 5)  4. Trans. Code (Instr. 8)  5. Number of Derivative Securities and Expiration Date (Instr. 3 and 4)  5. Number of Derivative Securities (Instr. 3)  6. Date Exercisable and Expiration Date (Instr. 3 and 4)  7. Title and Amount of Security (Instr. 3 and 4)  8. Price of Derivative Security (Instr. 5)  8. Price of Derivative Security (Instr. 5)  9. Number Ownership Ownership (Instr. 5)  Ownership (Instr. 4)  Ownership (Instr. 4)  Ownership (Instr. 4)  Date Expiration Date (I) (Instr. 4)  Page (Instr. 4)  |   |            |         |             |            |  |                       | Cod             | e V              | +                                 | <del></del>    | D) [  | Price |                               |                         |             | <del>"</del> ) |             |  |
| 1. Title of Derivate Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Security  2. Conversion of Exercise Price of Derivative Security (Instr. 3)  3. Trans. Date Exercisable and Expiration Date Security (Instr. 3)  4. Trans. Code (Instr. 8) Defined Execution Date, if any  4. Trans. Code (Instr. 8) Defined Execution Date, if any  5. Number of Derivative Securities and Expiration Date Securities (Instr. 3 and 4)  7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)  8. Price of Derivative Security (Instr. 5) Security Ownership Form of Derivative Security (Instr. 4)  9. Number of Ownership Of Indirect Security (Instr. 4)  9. Number of Ownership Of Indirect Power of Derivative Security (Instr. 4)  10. Ownership Of Indirect Power of Derivative Security (Instr. 4)  11. Nature Ownership Of Indirect Power of Derivative Security (Instr. 4)  11. Nature Ownership Of Indirect Power of Derivative Security (Instr. 4)  12. Title and Amount of Securities Underlying Derivative Security (Instr. 5)  13. Trans. Date Expiration Date Securities Indirect Power of Power of Power of Power of Power of Indirect Instruction Date Ins  | Common Units                              |            |         |             | 5/11/20    | 015  |                       | A               |                  |                                   |                | ١ ا   | \$0   | 138                           | 7                       |             | D              |             |  |
| 1. Title of Derivate Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Security  2. Conversion of Exercise Price of Derivative Security (Instr. 3)  3. Trans. Date Exercisable and Expiration Date Security (Instr. 3)  4. Trans. Code (Instr. 8) Defined Execution Date, if any  4. Trans. Code (Instr. 8) Defined Execution Date, if any  5. Number of Derivative Securities and Expiration Date Securities (Instr. 3 and 4)  7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)  8. Price of Derivative Security (Instr. 5) Security Ownership Form of Derivative Security (Instr. 4)  9. Number of Ownership Of Indirect Security (Instr. 4)  9. Number of Ownership Of Indirect Power of Derivative Security (Instr. 4)  10. Ownership Of Indirect Power of Derivative Security (Instr. 4)  11. Nature Ownership Of Indirect Power of Derivative Security (Instr. 4)  11. Nature Ownership Of Indirect Power of Derivative Security (Instr. 4)  12. Title and Amount of Securities Underlying Derivative Security (Instr. 5)  13. Trans. Date Expiration Date Securities Indirect Power of Power of Power of Power of Power of Indirect Instruction Date Ins  | ,   | Table II . | Derivat | ive Securi  | ities Re   | nef  | icially O             | wned (          | ( 0 0            | nut                               | s cal          | lle   | war   | rants ontions conv            | vertible s              | ecurities)  |                | ,           |  |
| Security (Instr. 3) Date or Exercise Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Date Derivative Security (Instr. 3) Date Derivative Security (Instr. 3) Date Date Expericiol Date or Exercise Price of Derivative Security (Instr. 3) Date Expericiol Date or Exercise Price of Derivative Security (Instr. 3) Date Expericiol Date (Instr. 4) Date Expericiol Date Securities Underlying Derivative Security (Instr. 3 and 4) Security (Instr. 5) Security (Instr. 5) Security (Instr. 4) Derivative Security (Instr. 4) Derivative Security (Instr. 4) Derivative Security (Instr. 4) Derivative Security (Instr. 5) Security (Instr. 4) Derivative Security (Instr. 5) Security (Instr. 4) Derivative Security (Instr. 4) Derivative Security (Instr. 4) Derivative Security (Instr. 4) Derivative Security (Instr. 5) Security (Instr. 4) Derivative Security (Instr. 4) Derivative Security (Instr. 4) Derivative Security (Instr. 5) Security (Instr. 6) Security (Instr. 7) Security (Instr. 8) Securi  |   | 2.         |         |             |            |  |                       |                 |                  |                                   |                | _     |       |                               |                         |             | 10.            | 11. Nature  |  |
| Price of Derivative Security  Disposed of (D) (Instr. 3, 4 and 5)  Disposed of (D) (Instr. 3 and 4)  Disposed of (D) (Instr. 3 and 4)  Unstr. 3 and 4)  Derivative Securities Beneficially Owned Direct (Disposed of   |   |            | Date    |             |            |  | Derivative Securities |                 |                  | and Expiration Date Securities Un |                |       |       |                               | nderlying Derivative of |             |                | of Indirect |  |
| Security  Owned Following Reported (I) (Instr.  Date Expiration Title Change Change of Change (I) (Instr.)  Transaction (I) (Instr.)  | (Instr. 5)                                |            |         |             | (Instr. 8) | D  | isposed of (          | D)              |                  |                                   |                |       |       |                               |                         |             |                |             |  |
| Date Expiration Title Character Transaction 4)    Date Expiration Title Character Transaction 4)    Date Expiration Title Character Transaction 4)  |   |            |         | any         |            | (I   | nstr. 3, 4 and        | d 5)            |                  |                                   |                |       |       |                               |                         |             |                | (Instr. 4)  |  |
| Date Expiration   Title Amount or Number of   Transaction   4)  |   | Beeurity   |         |             |            |  |                       |                 |                  |                                   |                |       |       | T                             |                         | Following   | or Indirect    |             |  |
| [   |   |            |         |             | Code       | v  | (A)                   | (D)             |                  | isable                            | Expira<br>Date | ition | Title | Amount or Number of<br>Shares |                         | Transaction |                |             |  |
|   |   | <u>I</u>   | I       | 1           |            | ــــــــــــــــــــــــــــــــــــــ             | \ -7                  | \-/             |                  |                                   |                |       |       | 1                             | <u>I</u>                | (-) (       |                |             |  |

#### **Explanation of Responses:**

(1) Represents Phantom Units with time-based vesting

**Reporting Owners** 

| Danastina Ossman Nama / Address  | Relationships |           |         |       |  |  |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|--|--|
| Reporting Owner Name / Address   | Director      | 10% Owner | Officer | Other |  |  |  |  |  |
| Brannon Richard D<br>C/O CH4 ENERGY III, LLC<br>421 W. 3RD ST., SUITE750<br>FORT WORTH, TX 76102 | X             |           |         |       |  |  |  |  |  |

#### **Signatures**

Peggy J. Harrison, Attorney-in-fact for Mr. Brannon

5/12/2015

\*\* 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.