



**Edgar Filing: SUN LIFE FINANCIAL INC - Form 13F-HR**

and all holdings are reported by other reporting manager(s).)

/X/ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:  
 [If there are no entries in this list, omit this section.]

Form 13F File Number	Name
28-06597	McLean Budden
-----	-----
28-04968	MFS
-----	-----

[Repeat as necessary.]

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	2	-----
Form 13F Information Table Entry Total:	204	-----
Form 13F Information Table Value Total:	US\$1,289,048	-----
	(thousands)	

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
1	28-12046	Sun Capital Advisers LLC.
-----	-----	-----
2	28-12047	Sun Life Assurance Company of Canada
-----	-----	-----

[Repeat as necessary.]

-----	-----	-----	-----	-----	-----	-----
COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	CO
-----	-----	-----	-----	-----	-----	-----
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
						MA

Edgar Filing: SUN LIFE FINANCIAL INC - Form 13F-HR

3M CO	COM	88579Y101	5,809	62,560	SH	SHARED	1
3M CO	COM	88579Y101	1,391	14,981	SH	SHARED	2
Abbott Laboratories	COM	002824100	1,638	25,000	SH	SHARED	1
Acme Packet Inc	COM	004764106	10,376	469,098	SH	SHARED	1
Acme Packet Inc	COM	004764106	3,500	158,206	SH	SHARED	2
Aeropostale Inc	COM	007865108	10,363	796,571	SH	SHARED	1
Aeropostale Inc	COM	007865108	1,080	82,991	SH	SHARED	2
AES Corporation	COM	00130H105	3,186	297,733	SH	SHARED	1
AES Corporation	COM	00130H105	1,065	99,571	SH	SHARED	2
American International Group	COM	026874784	6,830	193,475	SH	SHARED	1
Amgen Inc	COM	031162100	5,590	64,851	SH	SHARED	1
Amgen Inc	COM	031162100	2,010	23,320	SH	SHARED	2
Apple Inc	COM	037833100	3,621	6,804	SH	SHARED	1
Apple Inc	COM	037833100	1,278	2,401		SHARED	2
Archer Daniels Midland	COM	039483102	4,320	157,715	SH	SHARED	1
AT&T Inc	COM	00206R102	6,644	197,094	SH	SHARED	1
AT&T Inc	COM	00206R102	2,197	65,170	SH	SHARED	2
Bank of America Corp	COM	060505104	2,134	183,820	SH	SHARED	2
Barclays Bank Plc	COM	06738C828	52,001	54,200,000	SH	SHARED	1
Barclays Bank Plc	COM	06738C828	19,860	20,700,000	SH	SHARED	1
Baxter International Inc	COM	071813109	4,641	69,624	SH	SHARED	1
Baxter International Inc	COM	071813109	1,765	26,484	SH	SHARED	2
BB&T Corporation	COM	054937107	3,476	119,407	SH	SHARED	1
BB&T Corporation	COM	054937107	1,281	44,012	SH	SHARED	2
Berkshire Hathaway Inc	COM	084670702	4,375	48,779	SH	SHARED	1
Berkshire Hathaway Inc	COM	084670702	1,531	17,070	SH	SHARED	2
Boeing Company	COM	097023105	5,371	71,274	SH	SHARED	1
Boeing Company	COM	097023105	1,246	16,534	SH	SHARED	2
Boston Scientific Corp	COM	101137107	8,456	1,475,791	SH	SHARED	1
Boston Scientific Corp	COM	101137107	3,016	526,296	SH	SHARED	2
BOSTON SCIENTIFIC CORPORATION	COM	101137107	5,444	950,000	SH	SHARED	1
Bristol-Myers Squibb	COM	110122108	5,982	183,544	SH	SHARED	1
Bristol-Myers Squibb	COM	110122108	1,527	46,855	SH	SHARED	2
Bunge Limited	COM	G16962105	4,580	63,010	SH	SHARED	1
Bunge Limited	COM	G16962105	1,618	22,260	SH	SHARED	2
Caterpillar Inc	COM	149123101	1,614	18,009	SH	SHARED	1
CCG Commercial Pool II Inc	COM	12501RAF6	379	1,000	SH	SHARED	1
Centurylink Inc	COM	156700106	3,664	93,652	SH	SHARED	1
Centurylink Inc	COM	156700106	1,468	37,531	SH	SHARED	2
Charles Schwab Corp	COM	808513105	3,681	256,345	SH	SHARED	1
Charles Schwab Corp	COM	808513105	926	64,491	SH	SHARED	2
Chevron Corp	COM	166764100	10,776	99,649	SH	SHARED	1
Chevron Corp	COM	166764100	3,313	30,632	SH	SHARED	2
Cisco Systems Inc	COM	17275R102	1,847	93,996	SH	SHARED	1
Citigroup Inc	COM	172967424	1,282	32,408	SH	SHARED	2
Clean Energy Fuels Corp	COM	184499101	3,972	319,063	SH	SHARED	1
Clean Energy Fuels Corp	COM	184499101	1,338	107,504	SH	SHARED	2
Coca-Cola Co	COM	191216100	6,039	166,606	SH	SHARED	1
Coca-Cola Co	COM	191216100	1,518	41,880	SH	SHARED	2
Commvault Systems Inc	COM	204166102	5,168	74,182	SH	SHARED	1
Commvault Systems Inc	COM	204166102	1,736	24,923	SH	SHARED	2
ConocoPhillips	COM	20825C104	5,041	86,931	SH	SHARED	1
ConocoPhillips	COM	20825C104	1,170	20,176	SH	SHARED	2
Consolidated Edison Inc	COM	209115104	1,378	24,817	SH	SHARED	1
Cosi Inc	COM	22122P101	775	996,776	SH	SHARED	1
Cosi Inc	COM	22122P101	289	371,709	SH	SHARED	2
CVS Caremark Corporation	COM	126650100	4,436	91,758	SH	SHARED	1

Edgar Filing: SUN LIFE FINANCIAL INC - Form 13F-HR

CVS Caremark Corporation	COM	126650100	1,563	32,334	SH	SHARED	2
Deckers Outdoor Corp	COM	243537107	6,236	154,867	SH	SHARED	1
Deckers Outdoor Corp	COM	243537107	4,816	119,593	SH	SHARED	2
DR Horton Inc	COM	23331A109	5,008	253,191	SH	SHARED	1
DR Horton Inc	COM	23331A109	1,762	89,094	SH	SHARED	2
Duke Energy Corp	COM	26441C204	1,416	22,192	SH	SHARED	1
EI Dupont de Nemour and Co	COM	263534109	1,444	32,108	SH	SHARED	1
Eli Lilly & Co	COM	532457108	4,888	99,118	SH	SHARED	1
Eli Lilly & Co	COM	532457108	1,668	33,815	SH	SHARED	2
Emerson Electric Co	COM	291011104	4,247	80,185	SH	SHARED	1
Emerson Electric Co	COM	291011104	1,474	27,841	SH	SHARED	2
EOG Resources	COM	26875P101	4,533	37,526	SH	SHARED	1
EOG Resources	COM	26875P101	1,599	13,234	SH	SHARED	2
Exelon Corporation	COM	30161N101	940	31,602	SH	SHARED	2
Express Inc	COM	30219E103	10,829	717,630	SH	SHARED	1
Express Inc	COM	30219E103	1,915	126,877	SH	SHARED	2
Exxon Mobil Corp	COM	30231G102	17,681	204,282	SH	SHARED	1
Exxon Mobil Corp	COM	30231G102	4,858	56,129	SH	SHARED	2
Fifth Third Bancorp	COM	316773100	4,303	283,075	SH	SHARED	1
Forest Laboratories Inc	COM	345838106	7,326	207,410	SH	SHARED	1
Forest Laboratories Inc	COM	345838106	2,579	73,031	SH	SHARED	2
Fusion-io Inc	COM	36112J107	12,007	523,645	SH	SHARED	1
Fusion-io Inc	COM	36112J107	4,123	179,817	SH	SHARED	2
General Electric Company	COM	369604103	8,663	412,718	SH	SHARED	1
General Electric Company	COM	369604103	2,635	125,522	SH	SHARED	2
Goldman Sachs Group Inc	COM	38141G104	5,049	39,584	SH	SHARED	1
Goldman Sachs Group Inc	COM	38141G104	1,309	10,265	SH	SHARED	2
Goodyear Tire & Rubber Co	COM	382550101	4,678	338,704	SH	SHARED	1
Goodyear Tire & Rubber Co	COM	382550101	1,632	118,150	SH	SHARED	2
Google Inc	COM	38259P508	9,377	13,256	SH	SHARED	1
Google Inc	COM	38259P508	2,341	3,309	SH	SHARED	2
Halozyne Therapeutics Inc	COM	40637H109	5,130	764,566	SH	SHARED	1
Halozyne Therapeutics Inc	COM	40637H109	1,256	187,142	SH	SHARED	2
Hess Corp	COM	42809H107	3,277	61,876	SH	SHARED	1
Hess Corp	COM	42809H107	1,048	19,796	SH	SHARED	2
Home Depot Inc	COM	437076102	1,917	31,000	SH	SHARED	1
Honeywell International Inc	COM	438516106	7,104	111,930	SH	SHARED	1
Honeywell International Inc	COM	438516106	1,595	25,136	SH	SHARED	2
IBM Corp	COM	459200101	1,526	7,969	SH	SHARED	1
Intel Corp	COM	458140100	1,236	59,918	SH	SHARED	1
Intermec Inc	COM	458786100	5,379	545,514	SH	SHARED	1
INTERMEC INC	COM	458786100	3,205	325,000	SH	SHARED	1
International Paper Co	COM	460146103	13,078	328,271	SH	SHARED	1
International Paper Co	COM	460146103	4,240	106,435	SH	SHARED	2
IShares	COM	464286699	3,299	183,870	SH	SHARED	1
IShares	COM	464287465	24,384	428,838		SHARED	2
ISHARES MSCI EAFE INDEX FUND	COM	464287465	7,115	125,125	SH	SHARED	1
ISHARES MSCI FRANCE INDEX FUND	COM	464286707	3,607	152,900	SH	SHARED	1
ISHARES MSCI GERMANY INDEX	COM	464286806	717	29,000	SH	SHARED	1
ISHARES MSCI JAPAN FUND	COM	464286848	8,085	829,256	SH	SHARED	1
ISHARES MSCI MEXICO INVESTABLE MARKET INDEX							

Edgar Filing: SUN LIFE FINANCIAL INC - Form 13F-HR

FUND	COM	464286822	1,486	21,075 SH	SHARED	1
ISHARES MSCI UNITED KINGDOM INDEX FUND	COM	464286699	2,678	149,300 SH	SHARED	1
Johnson & Johnson	COM	478160104	3,174	45,275 SH	SHARED	1
JP Morgan Chase & Co	COM	46625H100	2,622	59,643 SH	SHARED	2
Kayne Anderson ETR Fund Inc.	COM	48660P2#0	17,040	600,000 SH	SHARED	1
Kayne Anderson Midstream Enrgy		48661E2*8	17,340	600,000 SH	SHARED	1
Kayne Anderson MLP Investment	COM	4866062#2	17,100	600,000 SH	SHARED	1
Kayne Anderson MLP Investment	COM	4866064#0	13,068	440,000 SH	SHARED	1
Kimberly-Clark Corp	COM	494368103	5,658	67,017 SH	SHARED	1
Kimberly-Clark Corp	COM	494368103	1,348	15,966 SH	SHARED	2
Kohls Corp	COM	500255104	3,559	82,817 SH	SHARED	1
Kohls Corp	COM	500255104	1,289	29,994 SH	SHARED	2
Kraft Foods Group Inc	COM	50076Q106	610	13,418 SH	SHARED	1
Legg Mason Inc	COM	524901105	3,820	148,519 SH	SHARED	1
Legg Mason Inc	COM	524901105	1,349	52,460 SH	SHARED	2
Lloyds Banking Group Plc	COM	539439AC3	1,278	1,460,000 SH	SHARED	1
Lockheed Martin Corp	COM	539830109	3,636	39,401 SH	SHARED	1
Lockheed Martin Corp	COM	539830109	1,288	13,959 SH	SHARED	2
McDonald's Corp	COM	580135101	2,876	32,602 SH	SHARED	1
Mellanox Technologies Ltd	COM	B1R96S6	3,145	52,957 SH	SHARED	1
Mellanox Technologies Ltd	COM	B1R96S6	1,080	18,185 SH	SHARED	2
Merck & Co Inc	COM	58933Y105	5,998	146,515 SH	SHARED	1
Merck & Co Inc	COM	58933Y105	1,501	36,675 SH	SHARED	2
Merge Healthcare Inc	COM	589499102	2,445	989,930 SH	SHARED	1
Merge Healthcare Inc	COM	589499102	624	252,733 SH	SHARED	2
Metlife Inc	COM	59156R108	3,241	98,384 SH	SHARED	1
Microsoft Corp	COM	594918104	1,410	52,807 SH	SHARED	1
Mondelez International Inc	COM	609207105	1,025	40,255 SH	SHARED	1
Morgan Stanley	COM	617446448	2,787	145,739 SH	SHARED	1
Morgan Stanley	COM	617446448	923	48,290 SH	SHARED	2
Mosaic Holdings Inc	COM	61945C103	7,825	138,175 SH	SHARED	1
Mosaic Holdings Inc	COM	61945C103	2,673	47,196 SH	SHARED	2
MRV Communications Inc	COM	553477407	156	15,182 SH	SHARED	2
MRV Communications Inc	COM	553477407	2,576	250,137 SH	SHARED	1
Neuberger Berman Real Estate	COM	64190A2#9	27,106	1,000 SH	SHARED	1
Occidental Petroleum Corp	COM	674599105	3,438	44,872 SH	SHARED	1
Occidental Petroleum Corp	COM	674599105	1,212	15,824 SH	SHARED	2
Oclaro Inc	COM	67555N206	1,788	1,138,771 SH	SHARED	1
Oclaro Inc	COM	67555N206	789	502,350 SH	SHARED	2
Palo Alto Networks Inc	COM	697435105	13,131	245,347 SH	SHARED	1
Palo Alto Networks Inc	COM	697435105	4,956	92,597 SH	SHARED	2
Pep-Boys Manny Moe & Jack	COM	713278109	4,106	417,710 SH	SHARED	1
Pep-Boys Manny Moe & Jack	COM	713278109	1,445	146,987 SH	SHARED	2
Pepsico Inc	COM	713448108	5,651	82,585 SH	SHARED	1
Pepsico Inc	COM	713448108	1,390	20,310 SH	SHARED	2
Pfizer Inc	COM	717081103	8,035	320,365 SH	SHARED	1
Pfizer Inc	COM	717081103	1,168	46,581 SH	SHARED	2
Philip Morris International	COM	718172109	4,135	49,441 SH	SHARED	1

Edgar Filing: SUN LIFE FINANCIAL INC - Form 13F-HR

Philip Morris International	COM	718172109	1,457	17,422	SH	SHARED	2
PNC Financial Services Group	COM	693475105	4,878	83,657	SH	SHARED	1
POWERSHARES QQQ	COM	73935A104	28,062	431,000	SH	SHARED	1
Procter & Gamble Co	COM	742718109	9,291	136,857	SH	SHARED	1
Procter & Gamble Co	COM	742718109	2,080	30,641	SH	SHARED	2
Prudential Financial Inc	COM	744320102	3,325	62,354	SH	SHARED	1
Raytheon Company	COM	755111507	3,782	65,705	SH	SHARED	1
Raytheon Company	COM	755111507	1,340	23,278	SH	SHARED	2
Resolute Forest Products	COM	B87SJM7	38	2,841	SH	SHARED	1
Riverbed Technology Inc	COM	768573107	13,153	667,004	SH	SHARED	1
Riverbed Technology Inc	COM	768573107	4,647	235,648	SH	SHARED	2
Silicon Graphics International	COM	82706L108	8,912	871,123	SH	SHARED	1
Silicon Graphics International	COM	82706L108	3,248	317,493	SH	SHARED	2
SILICON GRAPHICS INTERNATIONAL CORP	COM	82706L108	9,621	940,500	SH	SHARED	1
Sourcefire Inc	COM	83616T108	10,830	229,362	SH	SHARED	1
Sourcefire Inc	COM	83616T108	2,953	62,535	SH	SHARED	2
SPDR S&P 500 ETF TRUST	COM	78462F103	284,435	1,997,299	SH	SHARED	1
State Street Corp	COM	857477103	4,207	89,490	SH	SHARED	1
State Street Corp	COM	857477103	1,274	27,104	SH	SHARED	2
Talisman Energy Inc	COM	87425E103	3,719	328,200	SH	SHARED	1
Talisman Energy Inc	COM	87425E103	1,288	113,700	SH	SHARED	2
Target Corporation	COM	87612E106	4,068	68,750	SH	SHARED	1
Target Corporation	COM	87612E106	1,372	23,194	SH	SHARED	2
Travelers Cos Inc	COM	89417E109	6,241	86,900	SH	SHARED	1
Travelers Cos Inc	COM	89417E109	1,784	24,845	SH	SHARED	2
United Technologies Corp	COM	913017109	6,759	82,415	SH	SHARED	1
United Technologies Corp	COM	913017109	1,393	16,988	SH	SHARED	2
US Bancorp	COM	902973304	6,614	207,074	SH	SHARED	1
US Bancorp	COM	902973304	1,575	49,307	SH	SHARED	2
Valero Energy Corp	COM	91913Y100	4,987	146,163	SH	SHARED	1
Valero Energy Corp	COM	91913Y100	1,753	51,364	SH	SHARED	2
Vanguard REIT ETF	COM	922908553	68,866	1,046,600	SH	SHARED	1
Vanguard REIT ETF	COM	922908553	11,035	167,710	SH	SHARED	2
Vasco Data Security Intl Inc.	COM	92230Y104	4,470	547,840	SH	SHARED	1
Vasco Data Security Intl Inc.	COM	92230Y104	1,739	213,102	SH	SHARED	2
Verizon Communications Inc	COM	92343V104	7,022	162,281	SH	SHARED	1
Verizon Communications Inc	COM	92343V104	1,514	35,000	SH	SHARED	2
Vicor Corp	COM	925815102	1,429	263,604	SH	SHARED	1
Vicor Corp	COM	925815102	934	172,405	SH	SHARED	2
VICOR CORPORATION	COM	925815102	2,966	547,164	SH	SHARED	1
VM Ware Inc	COM	928563402	4,515	47,962	SH	SHARED	1
VM Ware Inc	COM	928563402	1,550	16,469	SH	SHARED	2
Wachovia Capital Trust III	COM	92978AAA0	15,920	16,000,000	SH	SHARED	1
Wachovia Capital Trust III	COM	92978AAA0	995	1,000,000	SH	SHARED	1
Wal-Mart Stores Inc	COM	931142103	1,561	22,876	SH	SHARED	1
Walt Disney Co	COM	254687106	2,752	55,272	SH	SHARED	1
Walt Disney Co	COM	254687106	928	18,648	SH	SHARED	2
Wells Fargo & Co	COM	949746101	3,303	96,635	SH	SHARED	2
XL Group Plc	COM	98372PAJ7	368	394,000	SH	SHARED	1

1,289,048