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SUN LIFE FINANCIAL INC
Form 13F-HR
February 13, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2012

Check Here if Amendment / /; Amendment Number: -----

This Amendment (Check only one.): / / is a restatement.
 / / adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Sun Life Financial Inc.

Address: 150 King Street West

 Toronto, Ontario, Canada, M5H 1J9

Form 13F File Number: 28-05799

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: John Vaz

Title: Compliance Analyst

Phone: 781-446-2420

Signature, Place, and Date of Signing:

/s/ John Vaz Wellesley Hills, MA February 12, 2013
----- ----- -----
 [Signature] [City, State] [Date]

Report Type (Check only one.):

/ / 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

/ / 13F NOTICE. (Check here if no holdings reported are in this report,

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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
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[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.
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2	28-12047	Sun Life Assurance Company of Canada
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[Repeat as necessary.]

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

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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

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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							

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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

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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