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SUN LIFE FINANCIAL INC
Form 13F-HR
May 14, 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: March 31, 2013

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 May 10, 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.)

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// 13F NOTICE. (Check here if no holdings reported are in this report, 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
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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: 198

Form 13F Information Table Value Total: US\$1,320,862

 (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.

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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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMEN DISCRETIO
3M CO	COM	88579Y101	6,651	62,560 SH	SOLE	

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3M CO	COM	88579Y101	1,593	14,981	SH	SOLE
Abbott Laboratories	COM	002824100	883	25,000	SH	SOLE
Abbvie Inc	COM	00287Y109	1,020	25,000	SH	SOLE
Acme Packet Inc	COM	004764106	13,707	469,098	SH	SOLE
Aeropostale Inc	COM	007865108	10,833	796,571	SH	SOLE
Aeropostale Inc	COM	007865108	1,940	142,656	SH	SOLE
AES Corporation	COM	00130H105	3,743	297,733	SH	SOLE
AES Corporation	COM	00130H105	1,252	99,571	SH	SOLE
American International Group	COM NEW	026874784	7,511	193,475	SH	SOLE
Amgen Inc	COM	031162100	6,648	64,851	SH	SOLE
Amgen Inc	COM	031162100	2,391	23,320	SH	SOLE
Apple Inc	COM	037833100	1,063	2,401	SH	SOLE
Archer Daniels Midland	COM	039483102	5,320	157,715	SH	SOLE
AT&T Inc	COM	00206R102	7,231	197,094	SH	SOLE
AT&T Inc	COM	00206R102	2,391	65,170	SH	SOLE
Bank of America Corp	COM	060505104	2,239	183,820	SH	SOLE
Barclays Bank Plc	CALL	06738C828	14,437	14,905,000	SH	SOLE
Barclays Bank Plc	CALL	06738C828	18,345	18,940,000	SH	SOLE
Baxter International Inc	COM	071813109	5,057	69,624	SH	SOLE
Baxter International Inc	COM	071813109	1,924	26,484	SH	SOLE
BB&T Corporation	COM	054937107	3,748	119,407	SH	SOLE
Berkshire Hathaway Inc	CL B NEW	084670702	5,083	48,779	SH	SOLE
Berkshire Hathaway Inc	CL B NEW	084670702	1,779	17,070	SH	SOLE
Boeing Company	COM	097023105	6,119	71,274	SH	SOLE
Boeing Company	COM	097023105	1,419	16,534	SH	SOLE
Boston Scientific Corp	COM	101137107	11,526	1,475,791	SH	SOLE
Boston Scientific Corp	COM	101137107	4,110	526,296	SH	SOLE
BOSTON SCIENTIFIC CORPORATION	COM	101137107	7,420	950,000	SH	SOLE
Bristol-Myers Squibb	COM	110122108	7,560	183,544	SH	SOLE
Bristol-Myers Squibb	COM	110122108	1,930	46,855	SH	SOLE
Bunge Limited	COM	G16962105	4,652	63,010	SH	SOLE
Bunge Limited	COM	G16962105	1,643	22,260	SH	SOLE
Caterpillar Inc	COM	149123101	1,566	18,009	SH	SOLE
CCG Commercial Pool II Inc	PFD	12501RAF6	330	1,000	SH	SOLE
Centurylink Inc	COM	156700106	3,290	93,652	SH	SOLE
Centurylink Inc	COM	156700106	1,318	37,531	SH	SOLE
Charles Schwab Corp	COM	808513105	4,535	256,345	SH	SOLE
Charles Schwab Corp	COM	808513105	1,141	64,491	SH	SOLE
Chevron Corp	COM	166764100	11,840	99,649	SH	SOLE
Chevron Corp	COM	166764100	3,640	30,632	SH	SOLE
Cisco Systems Inc	COM	17275R102	1,965	93,996	SH	SOLE
Citigroup Inc	COM NEW	172967424	1,434	32,408	SH	SOLE
Clean Energy Fuels Corp	COM	184499101	4,148	319,063	SH	SOLE
Clean Energy Fuels Corp	COM	184499101	1,398	107,504	SH	SOLE
Coca-Cola Co	COM	191216100	6,738	166,606	SH	SOLE
Coca-Cola Co	COM	191216100	1,694	41,880	SH	SOLE
Commvault Systems Inc	COM	204166102	6,081	74,182	SH	SOLE
ConocoPhillips	COM	20825C104	5,225	86,931	SH	SOLE
ConocoPhillips	COM	20825C104	1,213	20,176	SH	SOLE
Consolidated Edison Inc	COM	209115104	1,515	24,817	SH	SOLE
Cosi Inc	COM	22122P101	688	996,776	SH	SOLE
Cosi Inc	COM	22122P101	256	371,709	SH	SOLE
CVS Caremark Corporation	COM	126650100	5,046	91,758	SH	SOLE
CVS Caremark Corporation	COM	126650100	1,778	32,334	SH	SOLE
Deckers Outdoor Corp	COM	243537107	8,625	154,867	SH	SOLE
Deckers Outdoor Corp	COM	243537107	6,660	119,593	SH	SOLE
Denbury Res Inc	COM	247916208	4,773	255,932	SH	SOLE
Denbury Res Inc	COM	247916208	1,622	86,993	SH	SOLE
DR Horton Inc	COM	23331A109	6,153	253,191	SH	SOLE

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Duke Energy Corp	COM NEW	26441C204	1,611	22,192 SH	SOLE
EI Dupont de Nemour and Co	COM	263534109	1,578	32,108 SH	SOLE
Eli Lilly & Co	COM	532457108	5,629	99,118 SH	SOLE
Eli Lilly & Co	COM	532457108	1,920	33,815 SH	SOLE
Emerson Electric Co	COM	291011104	4,480	80,185 SH	SOLE
Emerson Electric Co	COM	291011104	1,555	27,841 SH	SOLE
EOG Resources	COM	26875P101	4,806	37,526 SH	SOLE
EOG Resources	COM	26875P101	1,695	13,234 SH	SOLE
Express Inc	COM	30219E103	12,781	717,630 SH	SOLE
Express Inc	COM	30219E103	2,260	126,877 SH	SOLE
Exxon Mobil Corp	COM	30231G102	13,954	154,860 SH	SOLE
Exxon Mobil Corp	COM	30231G102	3,543	39,315 SH	SOLE
Fifth Third Bancorp	COM	316773100	4,617	283,075 SH	SOLE
Forest Laboratories Inc	COM	345838106	7,890	207,410 SH	SOLE
Forest Laboratories Inc	COM	345838106	2,778	73,031 SH	SOLE
Fusion-io Inc	COM	36112J107	11,240	686,605 SH	SOLE
Fusion-io Inc	COM	36112J107	3,800	232,122 SH	SOLE
General Electric Company	COM	369604103	9,542	412,718 SH	SOLE
General Electric Company	COM	369604103	2,902	125,522 SH	SOLE
Goldman Sachs Group Inc	COM	38141G104	5,825	39,584 SH	SOLE
Goldman Sachs Group Inc	COM	38141G104	1,510	10,265 SH	SOLE
Goodyear Tire & Rubber Co	COM	382550101	4,271	338,704 SH	SOLE
Goodyear Tire & Rubber Co	COM	382550101	1,490	118,150 SH	SOLE
Google Inc	CL A	38259P508	10,526	13,256 SH	SOLE
Google Inc	CL A	38259P508	2,627	3,309 SH	SOLE
Halozyme Therapeutics Inc	COM	40637H109	4,412	764,566 SH	SOLE
Halozyme Therapeutics Inc	COM	40637H109	1,080	187,142 SH	SOLE
Hess Corporation	COM	42809H107	4,431	61,876 SH	SOLE
Hess Corporation	COM	42809H107	1,418	19,796 SH	SOLE
Home Depot Inc	COM	437076102	2,163	31,000 SH	SOLE
Honeywell International Inc	COM	438516106	8,434	111,930 SH	SOLE
Honeywell International Inc	COM	438516106	1,894	25,136 SH	SOLE
IBM Corp	COM	459200101	1,700	7,969 SH	SOLE
Intel Corp	COM	458140100	1,309	59,918 SH	SOLE
INTERMEC INC	COM	458786100	3,195	325,000 SH	SOLE
International Paper Co	COM	460146103	15,291	328,271 SH	SOLE
International Paper Co	COM	460146103	3,333	71,552 SH	SOLE
ISHares	MSCI UTD KINGD	464286699	3,359	183,870 SH	SOLE
ISHares	MSCI EAFE Index	464287465	25,293	428,838 SH	SOLE
ISHARES MSCI EAFE INDEX FUND	MSCI EAFE Index	464287465	7,160	121,400 SH	SOLE
ISHARES MSCI FRANCE INDEX FUND	MSCI France Index	464286707	3,520	151,650 SH	SOLE
ISHARES MSCI GERMANY INDEX	MSCI Germany Index	464286806	673	27,500 SH	SOLE
ISHARES MSCI JAPAN FUND	MSCI Japan Index	464286848	7,765	718,956 SH	SOLE
ISHARES MSCI MEXICO INVESTABLE MARKET INDEX FUND	MSCI Mexico	464286822	1,509	20,225 SH	SOLE
ISHARES MSCI UNITED KINGDOM INDEX FUND	MSCI United Kingdom	464286699	2,706	148,100 SH	SOLE
Johnson & Johnson	COM	478160104	3,691	45,275 SH	SOLE
JP Morgan Chase & Co	COM	46625H100	2,831	59,643 SH	SOLE
Kayne Anderson ETR Fund Inc	PFD	48660P2#0	17,040	600,000 SH	SOLE

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Kayne Anderson Midstream Enrgy	PFD	48661E2*8	17,340	600,000 SH	SOLE
Kayne Anderson MLP Investment	PFD	4866062#2	17,100	600,000 SH	SOLE
Kayne Anderson MLP Investment	PFD	4866064#0	13,068	440,000 SH	SOLE
Kimberly-Clark Corp	COM	494368103	6,566	67,017 SH	SOLE
Kimberly-Clark Corp	COM	494368103	1,564	15,966 SH	SOLE
Kohls Corp	COM	500255104	1,384	29,994 SH	SOLE
Kraft Foods Group Inc	COM	50076Q106	691	13,418 SH	SOLE
Lear Corporation	CALL	521865113	0	1,957 SH	SOLE
Lear Corporation	COM NEW	521865204	961	17,522 SH	SOLE
Legg Mason Inc	COM	524901105	4,775	148,519 SH	SOLE
Legg Mason Inc	COM	524901105	1,687	52,460 SH	SOLE
Lloyds Banking Group Plc	COM	539439AC3	1,314	1,460,000 SH	SOLE
Lockheed Martin Corp	COM	539830109	3,803	39,401 SH	SOLE
Lockheed Martin Corp	COM	539830109	1,347	13,959 SH	SOLE
McDonald's Corp	COM	580135101	3,250	32,602 SH	SOLE
Merck & Co Inc	COM	58933Y105	6,480	146,515 SH	SOLE
Merck & Co Inc	COM	58933Y105	1,622	36,675 SH	SOLE
Merge Healthcare Inc	COM	589499102	2,861	989,930 SH	SOLE
Merge Healthcare Inc	COM	589499102	730	252,733 SH	SOLE
Metlife Inc	COM	59156R108	3,741	98,384 SH	SOLE
Microsoft Corp	COM	594918104	1,511	52,807 SH	SOLE
Mondelez International Inc	CL A	609207105	1,232	40,255 SH	SOLE
Morgan Stanley	COM NEW	617446448	3,203	145,739 SH	SOLE
Morgan Stanley	COM NEW	617446448	1,061	48,290 SH	SOLE
Mosaic Holdings Inc	COM	61945C103	8,237	138,175 SH	SOLE
Mosaic Holdings Inc	COM	61945C103	2,025	33,969 SH	SOLE
MRV Communications Inc	COM	553477407	158	15,182 SH	SOLE
MRV Communications Inc	COM	553477407	2,601	250,137 SH	SOLE
Neuberger Berman Real Estate	PFD	64190A2#9	27,106	1,000 SH	SOLE
Occidental Petroleum Corp	COM	674599105	3,517	44,872 SH	SOLE
Occidental Petroleum Corp	COM	674599105	1,240	15,824 SH	SOLE
Palo Alto Networks Inc	COM	697435105	13,887	245,347 SH	SOLE
Palo Alto Networks Inc	COM	697435105	5,241	92,597 SH	SOLE
Pep-Boys Manny Moe & Jack	COM	713278109	4,925	417,710 SH	SOLE
Pep-Boys Manny Moe & Jack	COM	713278109	1,733	146,987 SH	SOLE
Pepsico Inc	COM	713448108	6,533	82,585 SH	SOLE
Pepsico Inc	COM	713448108	1,607	20,310 SH	SOLE
Pfizer Inc	COM	717081103	9,246	320,365 SH	SOLE
Pfizer Inc	COM	717081103	1,344	46,581 SH	SOLE
Philip Morris International	COM	718172109	4,584	49,441 SH	SOLE
Philip Morris International	COM	718172109	1,615	17,422 SH	SOLE
PNC Financial Services Group	COM	693475105	5,563	83,657 SH	SOLE
POWERSHARES QQQ	UNIT SER 1	73935A104	29,105	422,000 SH	SOLE
Procter & Gamble Co	COM	742718109	10,546	136,857 SH	SOLE
Procter & Gamble Co	COM	742718109	2,361	30,641 SH	SOLE
Prudential Financial Inc	COM	744320102	3,678	62,354 SH	SOLE
Raytheon Company	COM NEW	755111507	3,863	65,705 SH	SOLE
Raytheon Company	COM NEW	755111507	1,369	23,278 SH	SOLE
Resolute Forest Products	COM	B87SJM7	46	2,841 SH	SOLE
Riverbed Technology Inc	COM	768573107	6,643	445,526 SH	SOLE

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Riverbed Technology Inc	COM	768573107	2,380	159,641 SH	SOLE
Silicon Graphics International	COM	82706L108	11,978	871,123 SH	SOLE
Silicon Graphics International	COM	82706L108	4,366	317,493 SH	SOLE
SILICON GRAPHICS INTERNATIONAL CORP	COM	82706L108	12,932	940,500 SH	SOLE
Sourcefire Inc	COM	83616T108	12,287	207,439 SH	SOLE
SPDR S&P 500 ETF TRUST	TR UNIT	78462F103	300,521	1,949,149 SH	SOLE
Splunk Inc	COM	848637104	5,334	133,246 SH	SOLE
Splunk Inc	COM	848637104	1,827	45,636 SH	SOLE
State Street Corp	COM	857477103	5,288	89,490 SH	SOLE
State Street Corp	COM	857477103	1,602	27,104 SH	SOLE
Talisman Energy Inc	COM	87425E103	4,020	328,200 SH	SOLE
Talisman Energy Inc	COM	87425E103	1,393	113,700 SH	SOLE
Target Corporation	COM	87612E106	4,706	68,750 SH	SOLE
Target Corporation	COM	87612E106	1,588	23,194 SH	SOLE
Travelers Cos Inc	COM	89417E109	7,316	86,900 SH	SOLE
Travelers Cos Inc	COM	89417E109	2,092	24,845 SH	SOLE
United Technologies Corp	COM	913017109	7,700	82,415 SH	SOLE
United Technologies Corp	COM	913017109	1,587	16,988 SH	SOLE
US Bancorp	COM NEW	902973304	7,026	207,074 SH	SOLE
US Bancorp	COM NEW	902973304	1,673	49,307 SH	SOLE
Valero Energy Corp	COM	91913Y100	6,649	146,163 SH	SOLE
Vanguard REIT ETF	COM	922908553	73,817	1,046,600 SH	SOLE
Vanguard REIT ETF	COM	922908553	11,829	167,710 SH	SOLE
Vasco Data Security Intl Inc	COM	92230Y104	4,624	547,840 SH	SOLE
Vasco Data Security Intl Inc	COM	92230Y104	1,799	213,102 SH	SOLE
Verizon Communications Inc	COM	92343V104	7,976	162,281 SH	SOLE
Verizon Communications Inc	COM	92343V104	1,720	35,000 SH	SOLE
Vicor Corp	COM	925815102	857	172,405 SH	SOLE
VICOR CORPORATION	COM	925815102	2,719	547,164 SH	SOLE
VM Ware Inc	COM	928563402	7,446	94,397 SH	SOLE
VM Ware Inc	COM	928563402	1,299	16,469 SH	SOLE
Wachovia Capital Trust III	CALL	92978AAA0	16,056	16,000,000 SH	SOLE
Wachovia Capital Trust III	CALL	92978AAA0	1,004	1,000,000 SH	SOLE
Wal-Mart Stores Inc	COM	931142103	1,712	22,876 SH	SOLE
Walt Disney Co	COM	254687106	3,139	55,272 SH	SOLE
Walt Disney Co	COM	254687106	1,059	18,648 SH	SOLE
Wells Fargo & Co	COM	949746101	3,575	96,635 SH	SOLE
Wet Seal Inc	CL A	961840105	1,973	653,453 SH	SOLE
Wet Seal Inc	CL A	961840105	673	222,943 SH	SOLE
XL Group Plc	CALL	98372PAJ7	385	394,000 SH	SOLE

1,320,862