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SUN LIFE FINANCIAL INC  
Form 13F-HR  
May 14, 2012

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, 2012  
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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  
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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 11, 2012
-----	-----	-----
[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
-----	-----
28-04968	MFS
-----	-----

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	2
	-----
Form 13F Information Table Entry Total:	221
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Form 13F Information Table Value Total:	US\$1,923,657
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	(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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FORM 13F INFORMATION TABLE - March 31, 2012

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	1,458	16,344	SH	SHARED	2
3M CO	COM	88579Y101	7,044	78,960	SH	SHARED	1
Abbott Laboratories	COM	002824100	3,274	53,420	SH	SHARED	1
Acme Packet Inc	COM	004764106	1,601	58,179	SH	SHARED	2
Acme Packet Inc	COM	004764106	4,176	151,734	SH	SHARED	1
AES Corporation	COM	00130H105	1,420	108,630	SH	SHARED	2
AES Corporation	COM	00130H105	3,891	297,733	SH	SHARED	1
American Express Co	COM	025816109	4,640	80,187	SH	SHARED	1
American International Group	COM	026874784	5,965	193,475	SH	SHARED	1
Amgen Inc	COM	031162100	1,729	25,442	SH	SHARED	2
Amgen Inc	COM	031162100	4,408	64,851	SH	SHARED	1
AT&T Inc	COM	00206R102	2,220	71,099	SH	SHARED	2
AT&T Inc	COM	00206R102	8,760	280,494	SH	SHARED	1
Avon Products Inc	COM	054303102	1,615	83,416	SH	SHARED	2
Avon Products Inc	COM	054303102	4,200	216,959	SH	SHARED	1
Bank of America Corp	COM	060505104	1,919	200,543	SH	SHARED	2
Barclays Bank Plc	COM	06738C828	17,349	20,700,000	SH	SHARED	1
Barclays Bank Plc	COM	06738C828	45,427	54,200,000	SH	SHARED	1
Baxter International Inc	COM	071813109	1,727	28,894	SH	SHARED	2
Baxter International Inc	COM	071813109	4,162	69,624	SH	SHARED	1
BB&T Corporation	COM	054937107	1,507	48,016	SH	SHARED	2
BB&T Corporation	COM	054937107	4,942	157,443	SH	SHARED	1
Berkshire Hathaway Inc	COM	084670702	1,511	18,622	SH	SHARED	2
Berkshire Hathaway Inc	COM	084670702	3,958	48,779	SH	SHARED	1
Best Buy Company Inc	COM	086516101	1,129	47,668	SH	SHARED	2
Best Buy Company Inc	COM	086516101	3,085	130,281	SH	SHARED	1
Boeing Company	COM	097023105	1,341	18,038	SH	SHARED	2
Boeing Company	COM	097023105	6,871	92,396	SH	SHARED	1
Boston Scientific	COM	101137107	5,681	950,000	SH	SHARED	1
Boston Scientific Corp	COM	101137107	2,920	488,308	SH	SHARED	2
Boston Scientific Corp	COM	101137107	7,602	1,271,282	SH	SHARED	1
Bristol-Myers Squibb	COM	110122108	1,725	51,118	SH	SHARED	2
Bristol-Myers Squibb	COM	110122108	7,777	230,444	SH	SHARED	1
Caterpillar Inc	COM	149123101	3,430	32,204	SH	SHARED	1
CCG Commercial Pool II Inc	COM	12501RAF6	563	1,000	SH	SHARED	1
Centro Retail Australia	COM	BSL0B74C7	902	9,688,869	SH	SHARED	1
Centurylink Inc	COM	156700106	1,583	40,946	SH	SHARED	2
Centurylink Inc	COM	156700106	5,878	152,084	SH	SHARED	1
Charles Schwab Corp./The	COM	808513105	1,011	70,358	SH	SHARED	2
Charles Schwab Corp./The	COM	808513105	3,684	256,345	SH	SHARED	1
Chevron Corp	COM	166764100	3,583	33,419	SH	SHARED	2
Chevron Corp	COM	166764100	12,080	112,672	SH	SHARED	1
Cisco Systems Inc	COM	17275R102	2,771	130,994	SH	SHARED	2
Cisco Systems Inc	COM	17275R102	8,355	395,014	SH	SHARED	1
Citigroup Inc	COM	172967424	1,292	35,356	SH	SHARED	2
Coca-Cola Co	COM	191216100	1,691	22,845	SH	SHARED	2
Coca-Cola Co	COM	191216100	7,516	101,556	SH	SHARED	1
ConocoPhillips	COM	20825C104	1,673	22,012	SH	SHARED	2
ConocoPhillips	COM	20825C104	7,551	99,345	SH	SHARED	1
Consolidated Edison Inc	COM	209115104	2,842	48,641	SH	SHARED	1
Corning Inc	COM	219350105	3,119	221,524	SH	SHARED	2
Corning Inc	COM	219350105	8,277	587,876	SH	SHARED	1
Cosi Inc	COM	22122P101	401	371,709	SH	SHARED	2
Cosi Inc	COM	22122P101	1,077	996,776	SH	SHARED	1
CVS Caremark Corporation	COM	126650100	1,580	35,276	SH	SHARED	2
CVS Caremark Corporation	COM	126650100	4,111	91,758	SH	SHARED	1
Delta Air Lines Inc	COM	247361702	778	78,515	SH	SHARED	2
Delta Air Lines Inc	COM	247361702	2,485	250,633	SH	SHARED	1
DR Horton Inc	COM	23331A109	1,919	126,513	SH	SHARED	2

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DR Horton Inc	COM	23331A109	4,903	323,196	SH	SHARED	1
Duke Energy Corp	COM	26441C105	3,036	144,504	SH	SHARED	1
EI Dupont de Nemour and Co	COM	263534109	1,711	32,335	SH	SHARED	2
EI Dupont de Nemour and Co	COM	263534109	7,756	146,614	SH	SHARED	1
Eli Lilly & Co	COM	532457108	1,485	36,892	SH	SHARED	2
Eli Lilly & Co	COM	532457108	3,991	99,118	SH	SHARED	1
Emerson Electric Co	COM	291011104	1,585	30,374	SH	SHARED	2
Emerson Electric Co	COM	291011104	4,184	80,185	SH	SHARED	1
EOG Resources	COM	26875P101	1,604	14,438	SH	SHARED	2
EOG Resources	COM	26875P101	4,169	37,526	SH	SHARED	1
Exelon Corporation	COM	30161N101	1,352	34,478	SH	SHARED	2
Exelon Corporation	COM	30161N101	5,994	152,872	SH	SHARED	1
Exxon Mobil Corp	COM	30231G102	5,561	64,113	SH	SHARED	2
Exxon Mobil Corp	COM	30231G102	20,011	230,725	SH	SHARED	1
Fedex Corp	COM	31428X106	-	-	SH	SHARED	1
Forest Laboratories Inc	COM	345838106	2,764	79,676	SH	SHARED	2
Forest Laboratories Inc	COM	345838106	7,195	207,410	SH	SHARED	1
Fusion-io Inc	COM	36112J107	1,605	56,498	SH	SHARED	2
Fusion-io Inc	COM	36112J107	4,181	147,167	SH	SHARED	1
Gap Inc	COM	364760108	1,971	75,395	SH	SHARED	2
Gap Inc	COM	364760108	5,090	194,711	SH	SHARED	1
General Electric Company	COM	369604103	2,748	136,942	SH	SHARED	2
General Electric Company	COM	369604103	10,180	507,236	SH	SHARED	1
General Motors Co	COM	37045V100	1,229	47,911	SH	SHARED	2
General Motors Co	COM	37045V100	3,171	123,643	SH	SHARED	1
Goldman Sachs Group Inc	COM	38141G104	1,393	11,198	SH	SHARED	2
Goldman Sachs Group Inc	COM	38141G104	3,788	30,454	SH	SHARED	1
Goodyear Tire & Rubber Co	COM	382550101	1,446	128,899	SH	SHARED	2
Goodyear Tire & Rubber Co	COM	382550101	3,800	338,704	SH	SHARED	1
Google Inc-cl A	COM	38259P508	5,311	8,282	SH	SHARED	2
Google Inc-cl A	COM	38259P508	14,094	21,980	SH	SHARED	1
HALOZYME THERAPEUTICS INC	COM	40637H109	2,378	186,382	SH	SHARED	2
HALOZYME THERAPEUTICS INC	COM	40637H109	6,417	502,900	SH	SHARED	1
Hess Corp	COM	42809H107	1,273	21,597	SH	SHARED	2
Hess Corp	COM	42809H107	3,648	61,876	SH	SHARED	1
Home Depot Inc	COM	437076102	4,279	85,046	SH	SHARED	1
Honeywell International Inc	COM	438516106	1,674	27,423	SH	SHARED	2
Honeywell International Inc	COM	438516106	8,825	144,557	SH	SHARED	1
IBM Corp	COM	459200101	2,268	10,868	SH	SHARED	2
IBM Corp	COM	459200101	9,318	44,659	SH	SHARED	1
Intel Corp	COM	458140100	5,283	187,916	SH	SHARED	2
Intel Corp	COM	458140100	18,151	645,590	SH	SHARED	1
Intermec Inc	COM	458786100	1,620	209,626	SH	SHARED	2
Intermec Inc	COM	458786100	2,512	325,000	SH	SHARED	1
Intermec Inc	COM	458786100	4,217	545,514	SH	SHARED	1
International Paper Co	COM	460146103	2,083	59,343	SH	SHARED	2
International Paper Co	COM	460146103	7,972	227,114	SH	SHARED	1
Ishares	COM	464286806	621	26,700	SH	SHARED	1
Ishares	COM	464286822	1,355	21,675	SH	SHARED	1
Ishares	COM	464286699	2,631	152,100	SH	SHARED	1
Ishares	COM	464286707	2,871	130,100	SH	SHARED	1
IShares	COM	464286699	3,181	183,870	SH	SHARED	1
IShares	COM	464287598	4,909	70,060	SH	SHARED	1
Ishares	COM	464286848	9,169	900,706	SH	SHARED	1

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IShares	COM	464287648	15,211	159,480	SH	SHARED	1
IShares	COM	464287465	23,539	428,838	SH	SHARED	2
IShares	COM	464287473	47,030	977,138	SH	SHARED	1
IShares	COM	464287200	135,337	958,407	SH	SHARED	1
IShares Barclays							
Treasury Infl	COM	464287176	74,183	630,538	SH	SHARED	1
Ishares Tr	COM	464287465	10,846	197,600	SH	SHARED	1
Johnson & Johnson	COM	478160104	2,781	42,160	SH	SHARED	1
JP Morgan Chase & Co	COM	46625H100	2,992	65,069	SH	SHARED	2
Kayne Anderson ETR Fund, Inc.	COM	48660P2#0	16,650	600,000	SH	SHARED	1
Kayne Anderson Midstream Enrgy	COM	48661E2*8	16,800	600,000	SH	SHARED	1
Kayne Anderson MLP Investment	COM	4866064#0	12,320	440,000	SH	SHARED	1
Kayne Anderson MLP Investment	COM	4866062#2	16,650	600,000	SH	SHARED	1
Kimberly-Clark Corp	COM	494368103	1,287	17,419	SH	SHARED	2
Kimberly-Clark Corp	COM	494368103	6,469	87,554	SH	SHARED	1
Kraft Foods Inc	COM	50075N104	1,588	41,791	SH	SHARED	2
Kraft Foods Inc	COM	50075N104	7,140	187,855	SH	SHARED	1
Legg Mason Inc	COM	524901105	1,599	57,233	SH	SHARED	2
Legg Mason Inc	COM	524901105	4,148	148,519	SH	SHARED	1
Lloyds Banking Group PLC	COM	539439AC3	1,007	1,460,000	SH	SHARED	1
Lockheed Martin Corp	COM	539830109	1,368	15,228	SH	SHARED	2
Lockheed Martin Corp	COM	539830109	3,541	39,401	SH	SHARED	1
Louisiana Pacific Corp	COM	546347105	1,559	166,758	SH	SHARED	2
Louisiana Pacific Corp	COM	546347105	4,120	440,600	SH	SHARED	1
Lowe's Companies Inc	COM	548661107	1,490	47,484	SH	SHARED	2
Lowe's Companies Inc	COM	548661107	4,047	128,963	SH	SHARED	1
McDonald's Corp	COM	580135101	2,979	30,363	SH	SHARED	1
Merck & Co. Inc.	COM	58933Y105	1,536	40,011	SH	SHARED	2
Merck & Co. Inc.	COM	58933Y105	7,316	190,532	SH	SHARED	1
Merge Healthcare Inc	COM	589499102	1,481	252,733	SH	SHARED	2
MetLife Inc	COM	59156R108	6,729	180,159	SH	SHARED	1
Microsoft Corp	COM	594918104	3,320	102,945	SH	SHARED	2
Microsoft Corp	COM	594918104	12,239	379,436	SH	SHARED	1
Monster World Wide Inc	COM	611742107	2,015	206,619	SH	SHARED	2
Monster World Wide Inc	COM	611742107	5,240	537,439	SH	SHARED	1
Morgan Stanley	COM	617446448	1,035	52,684	SH	SHARED	2
Morgan Stanley	COM	617446448	2,862	145,739	SH	SHARED	1
Mosaic Holdings Inc	COM	61945C103	1,521	27,514	SH	SHARED	2
Mosaic Holdings Inc	COM	61945C103	4,040	73,074	SH	SHARED	1
Mrv Communications Inc	COM	553477100	1,077	1,025,247	SH	SHARED	2
Nokia OYJ	COM	654902204	1,658	302,081	SH	SHARED	2
Nokia OYJ	COM	654902204	4,364	794,917	SH	SHARED	1
Occidental Petroleum Corp	COM	674599105	1,644	17,264	SH	SHARED	2
Occidental Petroleum Corp	COM	674599105	4,273	44,872	SH	SHARED	1
Oclaro Inc	COM	67555N206	1,523	386,429	SH	SHARED	2
Pepsico Inc	COM	713448108	1,470	22,158	SH	SHARED	2
Pepsico Inc	COM	713448108	6,846	103,174	SH	SHARED	1
Pfizer Inc	COM	717081103	1,151	50,819	SH	SHARED	2
Pfizer Inc	COM	717081103	10,936	482,919	SH	SHARED	1
Philip Morris International	COM	718172109	1,684	19,007	SH	SHARED	2
Philip Morris International	COM	718172109	4,381	49,441	SH	SHARED	1
PNC Financial Services Group	COM	693475105	6,671	103,446	SH	SHARED	1
Powershares QQQ Nasdaq							

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100	COM	73935A104	27,986	414,300	SH	SHARED	1
Procter & Gamble Co	COM	742718109	2,247	33,428	SH	SHARED	2
Procter & Gamble Co	COM	742718109	8,985	133,683	SH	SHARED	1
Prudential Financial Inc	COM	744320102	7,120	112,314	SH	SHARED	1
Raytheon Company	COM	755111507	1,340	25,395	SH	SHARED	2
Raytheon Company	COM	755111507	3,468	65,705	SH	SHARED	1
Riverbed Technology Inc	COM	768573107	1,754	62,470	SH	SHARED	2
Riverbed Technology Inc	COM	768573107	4,653	165,705	SH	SHARED	1
Safeway Inc	COM	786514208	1,474	72,919	SH	SHARED	2
Safeway Inc	COM	786514208	3,824	189,226	SH	SHARED	1
SAIC Inc	COM	78390X101	1,644	124,529	SH	SHARED	2
SAIC Inc	COM	78390X101	4,375	331,441	SH	SHARED	1
Silicon Graphics	COM	82706L108	3,073	317,493	SH	SHARED	2
Silicon Graphics	COM	82706L108	8,432	871,123	SH	SHARED	1
Silicon Graphics Int Corp	COM	82706L108	9,104	940,500	SH	SHARED	1
SPDR S&P 500 ETF Trust	COM	78462F103	118,404	840,879	SH	SHARED	1
SPDR S&P 500 ETF Trust	COM	78462F103	279,138	1,982,375	SH	SHARED	1
State Street Corp	COM	857477103	1,345	29,571	SH	SHARED	2
State Street Corp	COM	857477103	4,072	89,490	SH	SHARED	1
Supervalu Inc	COM	868536103	3,044	533,159	SH	SHARED	2
Supervalu Inc	COM	868536103	5,627	985,519	SH	SHARED	1
Talisman Energy Inc	COM	87425E103	1,564	124,100	SH	SHARED	2
Talisman Energy Inc	COM	87425E103	4,135	328,200	SH	SHARED	1
Target Corp	COM	87612E106	1,282	21,997	SH	SHARED	2
Target Corp	COM	87612E106	3,496	59,994	SH	SHARED	1
Travelers Cos Inc	COM	89417E109	3,293	55,632	SH	SHARED	1
United Continental Holdings	COM	910047109	847	39,391	SH	SHARED	2
United Technologies Corp	COM	913017109	1,537	18,533	SH	SHARED	2
United Technologies Corp	COM	913017109	8,279	99,823	SH	SHARED	1
Unum Group	COM	91529Y106	2,457	100,368	SH	SHARED	2
Unum Group	COM	91529Y106	6,315	257,957	SH	SHARED	1
US Bancorp	COM	902973304	1,704	53,793	SH	SHARED	2
US Bancorp	COM	902973304	8,987	283,667	SH	SHARED	1
Valero Energy Corp	COM	91913Y100	1,444	56,037	SH	SHARED	2
Valero Energy Corp	COM	91913Y100	3,767	146,163	SH	SHARED	1
Vanguard MSCI EAFE ETF	COM	921943858	20,398	599,416	SH	SHARED	1
Vanguard REIT ETF	COM	922908553	10,675	167,710	SH	SHARED	2
Vanguard REIT ETF	COM	922908553	48,329	759,287	SH	SHARED	1
Vanguard REIT ETF	COM	922908553	66,616	1,046,600	SH	SHARED	1
Vanguard Short-Term Bond ETF	COM	921937827	62,148	767,828	SH	SHARED	1
Vanguard Small Cap ETF	COM	922908751	11,011	139,874	SH	SHARED	1
Vanguard Total Bond Market	COM	921937835	74,545	895,110	SH	SHARED	1
Verizon Communications Inc	COM	92343V104	1,460	38,184	SH	SHARED	2
Verizon Communications Inc	COM	92343V104	6,805	177,997	SH	SHARED	1
Viacom Inc	COM	92553P201	1,373	28,939	SH	SHARED	2
Viacom Inc	COM	92553P201	3,771	79,449	SH	SHARED	1
Vicor Corp	COM	925815102	1,054	131,738	SH	SHARED	2
Vicor Corp	COM	925815102	2,109	263,604	SH	SHARED	1
Vicor Corp	COM	925815102	4,377	547,164	SH	SHARED	1
Wachovia Capital Trust III	COM	92978AAA0	945	1,000,000	SH	SHARED	1
Wachovia Capital Trust III	COM	92978AAA0	15,120	16,000,000	SH	SHARED	1
Wal-Mart Stores Inc	COM	931142103	1,691	27,629	SH	SHARED	2
Wal-Mart Stores Inc	COM	931142103	7,786	127,220	SH	SHARED	1
Walt Disney Co	COM	254687106	1,651	37,701	SH	SHARED	2

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Walt Disney Co	COM	254687106	4,293	98,064 SH	SHARED	1
Wells Fargo & Co	COM	949746101	2,106	61,697 SH	SHARED	2
XL Group Plc	COM	98372PAJ7	332	394,000 SH	SHARED	1
			1,923,657			