

NEUBERGER BERMAN REAL ESTATE SECURITIES INCOME FUND INC
 Form 4
 November 21, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SUN LIFE FINANCIAL INC

2. Issuer Name and Ticker or Trading Symbol
 NEUBERGER BERMAN REAL ESTATE SECURITIES INCOME FUND INC [NRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 07/31/2013

SUN LIFE ASSURANCE CO OF CANADA, 150 KING STREET WEST SUITE 1400

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

__X__ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

TORONTO, A6 M5H 1J9

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| 4.00% Mandatory Redeemable Preferred Shares due 09/14/2017 | 08/02/2013 | | S | 800 ⁽¹⁾ D \$ 0 | 200 | I | See footnote. ⁽²⁾ |
| 4.00% Mandatory Redeemable | 07/31/2013 | | J | 40 A \$ 1,060,000 ⁽⁴⁾ | 840 | I | See footnote. ⁽³⁾ |

Preferred
Shares due
09/14/2017

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

| | |
|---|---|
| SUN LIFE FINANCIAL INC SUN LIFE ASSURANCE CO OF CANADA 150 KING STREET WEST SUITE 1400 TORONTO, A6 M5H 1J9 | X |
|---|---|

Signatures

| | |
|---|------------|
| /s/ Stephen C. Peacher, signer for Sun Life Financial Inc. and Sun Life and Health Insurance Company (U.S.) | 11/21/2013 |
|---|------------|

__Signature of Reporting Person Date

| | |
|---|------------|
| /s/ John T. Donnelly, signer for Sun Life Financial Inc. and Sun Life and Health Insurance Company (U.S.) | 11/21/2013 |
|---|------------|

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) On 08/02/2103, all of the stock of Sun Life Assurance Company of Canada (U.S.) which owns all of the stock of Sun Life Insurance and Annuity Company of New York, was transferred to Delaware Life Holdings LLC. Thus, Sun Life Financial Inc. ceased to be the indirect owner of 800 shares directly owned by Sun Life Insurance and Annuity Company of New York.
- (2) Sun Life Financial Inc. owns all of the common stock of Sun Life Assurance Company of Canada, direct owner of 160 shares and indirectly, through a series of holding companies, owns all of the common stock of Sun Life and Health Insurance Company (U.S.), direct owner of 40 shares.
- (3) Sun Life Financial Inc. owns 100% of the common stock of Sun Life Assurance Company of Canada, direct owner of 160 shares and indirectly, through a series of holding companies, on such date owned all of the common stock of Sun Life Insurance and Annuity Company of New York, direct owner of 800 shares and 100% of the common stock of Sun Life and Health Insurance Company (U.S.), direct owner of 140 shares acquired by Sun Life Insurance and Annuity Company of New York on 07/31/2013.
- (4) Price paid by Sun Life and Health Insurance Company (U.S.), the direct owner of 40 shares, not by Sun Life Financial Inc.

Remarks:

J = On 07/31/2013, Sun Life Insurance and Annuity Company of New York, then an indirectly wholly-owned subsidiary of Sun Life Financial Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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