

KAYNE ANDERSON MIDSTREAM/ENERGY FUND, INC.
 Form 4
 March 26, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 Assurance CO of Canada

2. Issuer Name and Ticker or Trading Symbol
 KAYNE ANDERSON
 MIDSTREAM/ENERGY FUND,
 INC. [KMF]

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)
 03/22/2012

150 KING STREET WEST,
 (Street)

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

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

___ Form filed by One Reporting Person
 X 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)	(A) or (D)	Amount	Price	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% Series C Senior Unsecured Notes due March 22, 2022	03/22/2012		P	10,000,000	A	\$ 10,000,000	\$ 25,000,000		D	
4.00% Series C Senior Unsecured	03/22/2012		P	10,000,000	A	\$ 10,000,000	\$ 25,000,000		I	See below.

Notes due
March 22,
2022

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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

Signatures

/s/ John T. Donnelly, Senior Managing Director, Investment Operations, on behalf of Sun Life Assurance Company of Canada 03/26/2012
 **Signature of Reporting Person Date

/s/ Ann King, Assistant Vice President and Senior Counsel 03/26/2012
 **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).

Remarks:

Sun Life Financial Inc. owns 100% of the outstanding shares of common stock of Sun Life Assurance Company of Canada, th

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. cond Amended and Restated 2005 Omnibus Stock Plan, which complies with Rule 16b-3.

The option vests as follows: one third on 2/13/2010, and the remaining shares in 24 equal installments over the 24 months following the first vesting date.

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