

SUN LIFE FINANCIAL INC

Form 4

October 29, 2010

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

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

OMB APPROVAL

OMB
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(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
TORTOISE MLP FUND, INC.
[NTG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
150 KING STREET WEST,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/07/2010

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

TORONTO, A6 M5H 1J9

(City) (State) (Zip)

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

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)
2.48% Senior Notes Series A due Dec. 15, 2013	10/28/2010		P	3,333,000 A	\$ 3,333,000	\$ 10,000,000	D
4.29% Senior Notes Series	10/28/2010		P	4,333,642 A	\$ 4,333,642	\$ 13,000,000	D

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D due
Dec.
15,
2020

4.29%
Senior
Notes

Series D due	10/28/2010	P	333,358	A	\$ 333,358	\$ 1,000,000	D ⁽¹⁾
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Dec.
15,
2020

2.48%
Senior
Notes

Series A due	10/28/2010	P	3,333,000	A	\$ 3,333,000	\$ 10,000,000	I	See Below.
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Dec.
15,
2013

4.29%
Senior
Notes

Series D due	10/28/2010	P	4,333,642	A	\$ 4,333,642	\$ 13,000,000	I	See Below.
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Dec.
15,
2020

4.29%
Senior
Notes

Series D due	10/28/2010	P	333,358	A	\$ 333,358	\$ 1,000,000	I	See Below.
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Dec.
15,
2020

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Security Beneficial Owner Following Reportable Transaction (Instr. 6)		
			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 INSURANCE & ANNUITY CO OF NEW YORK 60 E 42ND ST, SUITE 1115 NEW YORK, NY 10165		X		
SUN LIFE FINANCIAL INC SUN LIFE ASSURANCE CO OF CANADA 150 KING STREET WEST SUITE 1400 TORONTO, A6		X		

Signatures

/s/ John T. Donnelly, Senior Managing Director - Investment Products and Strategies on
behalf of Sun Life Assurance Company of Canada and Sun Life Insurance and Annuity
Company of New York

**Signature of Reporting Person _____ Date _____

/s/ Ann King, Authorized Signer for Sun Life Assurance Company of Canada and Sun Life Insurance and Annuity Company of New York 10/29/2010

**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) Direct ownership held by Sun Life Insurance and Annuity Co of New York, an affiliate of Sun Life Assurance CO of Canada.

Remarks:

Sun Life Financial Inc. (a) owns 100% of the outstanding shares of common stock of Sun Life Assurance Company of Canada

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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