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SUN LIFE FINANCIAL INC  
Form 13F-HR  
November 13, 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: September 30, 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  
-----  
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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 November 12, 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:	214 -----
Form 13F Information Table Value Total:	US \$1,907,161 ----- (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. -----
2 -----	28-12047 -----	Sun Life Assurance Company of Canada -----

FORM 13F INFORMATION TABLE - September 30, 2012

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (000'S)	SHRS OR PRN AMT	SHR/PRN	INVESTMENT DISCRETION
3M CO	COM	88579Y101	5,782	62,560	SH	SHARED
3M CO	COM	88579Y101	1,484	16,060	SH	SHARED
Abbott Laboratories	COM	002824100	1,714	25,000	SH	SHARED
Acme Packet Inc	COM	004764106	8,022	469,098	SH	SHARED
Acme Packet Inc	COM	004764106	2,900	169,602	SH	SHARED
Actuate Corp	COM	00508B102	2,028	288,462	SH	SHARED
Actuate Corp	COM	00508B102	775	110,191	SH	SHARED
Aeropostale Inc	COM	007865108	5,647	417,332	SH	SHARED
Aeropostale Inc	COM	007865108	1,204	88,969	SH	SHARED
AES Corporation	COM	00130H105	3,266	297,733	SH	SHARED
AES Corporation	COM	00130H105	1,171	106,744	SH	SHARED
Akamai Technologies Inc	COM	00971T101	16,099	420,789	SH	SHARED
Akamai Technologies Inc	COM	00971T101	6,050	158,141	SH	SHARED
American Express Company	COM	025816109	4,559	80,187	SH	SHARED
American International Group	COM	026874784	6,344	193,475	SH	SHARED
Amgen Inc	COM	031162100	5,466	64,851	SH	SHARED
Amgen Inc	COM	031162100	2,107	25,000	SH	SHARED
Apple Inc	COM	037833100	4,539	6,804	SH	SHARED
Apple Inc	COM	037833100	1,717	2,574	SH	SHARED
Archer Daniels Midland	COM	039483102	4,287	157,715	SH	SHARED
AT&T Inc	COM	00206R102	7,430	197,094	SH	SHARED
AT&T Inc	COM	00206R102	2,634	69,864	SH	SHARED
Bank of America Corp	COM	060505104	1,740	197,061	SH	SHARED
Barclays Bank Plc	COM	06738C828	48,560	54,200,000	SH	SHARED
Barclays Bank Plc	COM	06738C828	18,546	20,700,000	SH	SHARED
Baxter International Inc	COM	071813109	4,196	69,624	SH	SHARED
Baxter International Inc	COM	071813109	1,711	28,392	SH	SHARED
BB&T Corporation	COM	054937107	3,960	119,407	SH	SHARED
BB&T Corporation	COM	054937107	1,565	47,182	SH	SHARED
Berkshire Hathaway Inc	COM	084670702	4,302	48,779	SH	SHARED
Berkshire Hathaway Inc	COM	084670702	1,614	18,299	SH	SHARED
Boeing Company	COM	097023105	4,960	71,274	SH	SHARED
Boeing Company	COM	097023105	1,234	17,725	SH	SHARED
Boston Scientific Corp	COM	101137107	8,471	1,475,791	SH	SHARED
Boston Scientific Corp	COM	101137107	3,239	564,207	SH	SHARED
BOSTON SCIENTIFIC CORPORATION	COM	101137107	5,453	950,000	SH	SHARED
Bristol-Myers Squibb	COM	110122108	6,195	183,544	SH	SHARED
Bristol-Myers Squibb	COM	110122108	1,695	50,230	SH	SHARED
Bunge Limited	COM	G16962105	4,225	63,010	SH	SHARED
Bunge Limited	COM	G16962105	1,600	23,864	SH	SHARED
Caterpillar Inc	COM	149123101	1,549	18,009	SH	SHARED
CCG Commercial Pool II Inc	COM	12501RAF6	430	1,000	SH	SHARED
Centurylink Inc	COM	156700106	3,784	93,652	SH	SHARED
Centurylink Inc	COM	156700106	1,625	40,235	SH	SHARED
Charles Schwab Corp./The	COM	808513105	3,277	256,345	SH	SHARED
Charles Schwab Corp./The	COM	808513105	884	69,136	SH	SHARED
Chevron Corp	COM	166764100	11,615	99,649	SH	SHARED
Chevron Corp	COM	166764100	3,828	32,839	SH	SHARED
Cisco Systems Inc	COM	17275R102	1,795	93,996	SH	SHARED
Citigroup Inc	COM	172967424	1,137	34,742	SH	SHARED
Clean Energy Fuels Corp	COM	184499101	4,202	319,063	SH	SHARED
Clean Energy Fuels Corp	COM	184499101	1,518	115,248	SH	SHARED
Coca-Cola Co	COM	191216100	6,319	166,606	SH	SHARED
Coca-Cola Co	COM	191216100	1,703	44,897	SH	SHARED
ConocoPhillips	COM	20825C104	4,971	86,931	SH	SHARED

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ConocoPhillips	COM	20825C104	1,237	21,630	SH	SHARED
Consolidated Edison Inc	COM	209115104	1,486	24,817	SH	SHARED
Cosi Inc	COM	22122P101	767	996,776	SH	SHARED
Cosi Inc	COM	22122P101	286	371,709	SH	SHARED
CVS Caremark Corporation	COM	126650100	4,443	91,758	SH	SHARED
CVS Caremark Corporation	COM	126650100	1,678	34,663	SH	SHARED
Deckers Outdoor Corp	COM	243537107	13,707	374,093	SH	SHARED
Deckers Outdoor Corp	COM	243537107	3,306	90,235	SH	SHARED
DR Horton Inc	COM	23331A109	5,222	253,191	SH	SHARED
DR Horton Inc	COM	23331A109	1,970	95,512	SH	SHARED
Duke Energy Corp		26441C204	1,438	22,192	SH	SHARED
EI Dupont de Nemour and Co	COM	263534109	1,614	32,108	SH	SHARED
Eli Lilly & Co	COM	532457108	4,699	99,118	SH	SHARED
Eli Lilly & Co	COM	532457108	1,719	36,251	SH	SHARED
EMC Corp	COM	268648102	8,638	316,775	SH	SHARED
EMC Corp	COM	268648102	3,277	120,185	SH	SHARED
Emerson Electric Co	COM	291011104	3,871	80,185	SH	SHARED
Emerson Electric Co	COM	291011104	1,441	29,847	SH	SHARED
EOG Resources	COM	26875P101	4,205	37,526	SH	SHARED
EOG Resources	COM	26875P101	1,590	14,187	SH	SHARED
Exelon Corporation	COM	30161N101	5,737	161,256	SH	SHARED
Exelon Corporation	COM	30161N101	1,205	33,879	SH	SHARED
Exxon Mobil Corp	COM	30231G102	18,682	204,282	SH	SHARED
Exxon Mobil Corp	COM	30231G102	5,503	60,172	SH	SHARED
Fifth Third Bancorp	COM	316773100	4,389	283,075	SH	SHARED
Forest Laboratories Inc	COM	345838106	7,386	207,410	SH	SHARED
Forest Laboratories Inc	COM	345838106	2,788	78,292	SH	SHARED
Fusion-io Inc	COM	36112J107	12,397	409,542	SH	SHARED
Fusion-io Inc	COM	36112J107	4,124	136,231	SH	SHARED
General Electric Company	COM	369604103	9,373	412,718	SH	SHARED
General Electric Company	COM	369604103	3,056	134,564	SH	SHARED
Goldman Sachs Group Inc	COM	38141G104	4,500	39,584	SH	SHARED
Goldman Sachs Group Inc	COM	38141G104	1,251	11,004	SH	SHARED
Goodyear Tire & Rubber Co	COM	382550101	4,129	338,704	SH	SHARED
Goodyear Tire & Rubber Co	COM	382550101	1,544	126,661	SH	SHARED
Google Inc-cl A	COM	38259P508	10,772	14,277	SH	SHARED
Google Inc-cl A	COM	38259P508	4,183	5,544	SH	SHARED
HALOZYME THERAPEUTICS INC	COM	40637H109	3,947	523,529	SH	SHARED
HALOZYME THERAPEUTICS INC	COM	40637H109	1,411	187,142	SH	SHARED
Hess Corp	COM	42809H107	3,324	61,876	SH	SHARED
Hess Corp	COM	42809H107	1,140	21,222	SH	SHARED
Home Depot Inc	COM	437076102	1,871	31,000	SH	SHARED
Honeywell International Inc	COM	438516106	6,688	111,930	SH	SHARED
Honeywell International Inc	COM	438516106	1,610	26,947	SH	SHARED
IBM Corp	COM	459200101	1,653	7,969	SH	SHARED
Intel Corp	COM	458140100	4,883	215,516	SH	SHARED
Intel Corp	COM	458140100	1,305	57,623	SH	SHARED
Intermec Inc	COM	458786100	3,388	545,514	SH	SHARED
INTERMEC INC	COM	458786100	2,018	325,000	SH	SHARED
Intermec Inc	COM	458786100	1,279	205,986	SH	SHARED
International Paper Co	COM	460146103	11,923	328,271	SH	SHARED
International Paper Co	COM	460146103	4,144	114,102	SH	SHARED
IShares	COM	464286699	3,199	183,870	SH	SHARED
IShares	COM	464287200	170,756	1,182,518	SH	SHARED
IShares	COM	464287648	15,309	160,117	SH	SHARED

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IShares	COM	464287655	36,460	436,965	SH	SHARED
IShares	COM	464287614	33,536	502,789	SH	SHARED
IShares	COM	464287630	32,824	443,932	SH	SHARED
IShares	COM	464287473	43,428	891,379	SH	SHARED
IShares	COM	464287465	22,728	428,838	SH	SHARED
ISHARES MSCI EAFE INDEX FUND	COM	464287465	8,089	152,625	SH	SHARED
ISHARES MSCI FRANCE INDEX FUND	COM	464286707	3,304	157,500	SH	SHARED
ISHARES MSCI GERMANY INDEX	COM	464286806	655	29,000	SH	SHARED
ISHARES MSCI JAPAN FUND	COM	464286848	7,349	801,456	SH	SHARED
ISHARES MSCI MEXICO INVESTABLE MARKET INDEX FUND	COM	464286822	1,417	21,675	SH	SHARED
ISHARES MSCI UNITED KINGDOM INDEX FUND	COM	464286699	2,719	156,300	SH	SHARED
Johnson & Johnson	COM	478160104	3,120	45,275	SH	SHARED
JP Morgan Chase & Co	COM	46625H100	2,588	63,939	SH	SHARED
Kayne Anderson ETR Fund Inc.	COM	48660P2#0	16,800	600,000	SH	SHARED
Kayne Anderson Midstream Enrgy	COM	48661E2*8	17,100	600,000	SH	SHARED
Kayne Anderson MLP Investment	COM	4866062#2	16,800	600,000	SH	SHARED
Kayne Anderson MLP Investment	COM	4866064#0	12,760	440,000	SH	SHARED
Kimberly-Clark Corp	COM	494368103	5,749	67,017	SH	SHARED
Kimberly-Clark Corp	COM	494368103	1,468	17,117	SH	SHARED
Kohls Corp	COM	500255104	4,242	82,817	SH	SHARED
Kohls Corp	COM	500255104	1,647	32,155	SH	SHARED
Legg Mason Inc	COM	524901105	3,665	148,519	SH	SHARED
Legg Mason Inc	COM	524901105	1,388	56,239	SH	SHARED
Lloyds Banking Group PLC	COM	539439AC3	1,190	1,460,000	SH	SHARED
Lockheed Martin Corp	COM	539830109	3,679	39,401	SH	SHARED
Lockheed Martin Corp	COM	539830109	1,397	14,964	SH	SHARED
McDonald's Corp	COM	580135101	2,991	32,602	SH	SHARED
Merck & Co. Inc.	COM	58933Y105	6,607	146,515	SH	SHARED
Merck & Co. Inc.	COM	58933Y105	1,773	39,316	SH	SHARED
Merge Healthcare Inc	COM	589499102	3,782	989,930	SH	SHARED
Merge Healthcare Inc	COM	589499102	965	252,733	SH	SHARED
MetLife Inc	COM	59156R108	3,390	98,384	SH	SHARED
Microsoft Corp	COM	594918104	1,572	52,807	SH	SHARED
Mondelez International Inc	COM	609207105	1,665	40,255	SH	SHARED
Morgan Stanley	COM	617446448	2,440	145,739	SH	SHARED
Morgan Stanley	COM	617446448	867	51,769	SH	SHARED
Mosaic Holdings Inc	COM	61945C103	7,960	138,175	SH	SHARED
Mosaic Holdings Inc	COM	61945C103	2,915	50,596	SH	SHARED
MRV Communications Inc	COM	553477100	2,701	5,002,743	SH	SHARED
Mrv Communications Inc	COM	553477100	164	303,648	SH	SHARED
Neuberger Berman Real Estate	COM	64190A2#9	25,000	1,000,000	SH	SHARED
Occidental Petroleum Corp	COM	674599105	3,862	44,872	SH	SHARED
Occidental Petroleum Corp	COM	674599105	1,460	16,964	SH	SHARED
Oclaro Inc	COM	67555N206	3,063	1,138,771	SH	SHARED
Oclaro Inc	COM	67555N206	1,351	502,350	SH	SHARED
Pep-Boys Manny Moe & Jack	COM	713278109	4,252	417,710	SH	SHARED
Pep-Boys Manny Moe &						

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Jack	COM	713278109	1,604	157,575	SH	SHARED
Pepsico Inc	COM	713448108	5,845	82,585	SH	SHARED
Pepsico Inc	COM	713448108	1,541	21,773	SH	SHARED
Pfizer Inc	COM	717081103	7,961	320,365	SH	SHARED
Pfizer Inc	COM	717081103	1,241	49,937	SH	SHARED
Philip Morris International	COM	718172109	4,447	49,441	SH	SHARED
Philip Morris International	COM	718172109	1,680	18,677	SH	SHARED
PNC Financial Services Group	COM	693475105	5,279	83,657	SH	SHARED
POWERSHARES QQQ	COM	73935A104	28,662	418,000	SH	SHARED
Procter & Gamble Co	COM	742718109	9,492	136,857	SH	SHARED
Procter & Gamble Co	COM	742718109	2,278	32,848	SH	SHARED
Prudential Financial Inc	COM	744320102	3,399	62,354	SH	SHARED
Raytheon Company	COM	755111507	3,756	65,705	SH	SHARED
Raytheon Company	COM	755111507	1,426	24,954	SH	SHARED
Riverbed Technology Inc	COM	768573107	15,528	667,004	SH	SHARED
Riverbed Technology Inc	COM	768573107	5,881	252,622	SH	SHARED
Silicon Graphics	COM	82706L108	7,927	871,123	SH	SHARED
Silicon Graphics	COM	82706L108	2,889	317,493	SH	SHARED
SILICON GRAPHICS INTERNATIONAL CORP	COM	82706L108	8,559	940,500	SH	SHARED
SPDR S&P 500 ETF Trust	COM	78462F103	152,654	1,060,320	SH	SHARED
SPDR S&P 500 ETF TRUST	COM	78462F103	285,971	1,986,324	SH	SHARED
State Street Corp	COM	857477103	3,755	89,490	SH	SHARED
State Street Corp	COM	857477103	1,219	29,057	SH	SHARED
Talisman Energy Inc	COM	87425E103	4,372	328,200	SH	SHARED
Talisman Energy Inc	COM	87425E103	1,624	121,900	SH	SHARED
Target Corporation	COM	87612E106	4,364	68,750	SH	SHARED
Target Corporation	COM	87612E106	1,578	24,865	SH	SHARED
Travelers Cos Inc	COM	89417E109	5,932	86,900	SH	SHARED
Travelers Cos Inc	COM	89417E109	1,818	26,635	SH	SHARED
United Technologies Corp	COM	913017109	6,452	82,415	SH	SHARED
United Technologies Corp	COM	913017109	1,426	18,211	SH	SHARED
US Bancorp	COM	902973304	7,103	207,074	SH	SHARED
US Bancorp	COM	902973304	1,813	52,859	SH	SHARED
Valero Energy Corp	COM	91913Y100	4,630	146,163	SH	SHARED
Valero Energy Corp	COM	91913Y100	1,744	55,064	SH	SHARED
Vanguard MSCI EAFE ETF	COM	921943858	37,986	1,155,282	SH	SHARED
Vanguard REIT ETF	COM	922908553	67,997	1,046,600	SH	SHARED
Vanguard REIT ETF	COM	922908553	57,294	881,870	SH	SHARED
Vanguard REIT ETF	COM	922908553	10,896	167,710	SH	SHARED
Vanguard Small Cap ETF	COM	922908751	24,390	304,341	SH	SHARED
Vasco Data Security Intl Inc.	COM	92230Y104	5,139	547,840	SH	SHARED
Vasco Data Security Intl Inc.	COM	92230Y104	1,999	213,102	SH	SHARED
Verizon Communications Inc	COM	92343V104	7,395	162,281	SH	SHARED
Verizon Communications Inc	COM	92343V104	1,710	37,521	SH	SHARED
Viacom Inc	COM	92553P201	4,258	79,449	SH	SHARED
Viacom Inc	COM	92553P201	1,524	28,436	SH	SHARED
Vicor Corp	COM	925815102	1,758	263,604	SH	SHARED
Vicor Corp	COM	925815102	1,150	172,405	SH	SHARED
VICOR CORPORATION	COM	925815102	3,650	547,164	SH	SHARED
VM Ware Inc	COM	928563402	6,043	62,462	SH	SHARED
VM Ware Inc	COM	928563402	2,281	23,575	SH	SHARED
Wachovia Capital Trust III	COM	92978AAA0	15,820	16,000,000	SH	SHARED
Wachovia Capital Trust						

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III	COM	92978AAA0	989	1,000,000	SH	SHARED
Wal-Mart Stores Inc	COM	931142103	1,688	22,876	SH	SHARED
Walt Disney Co	COM	254687106	2,890	55,272	SH	SHARED
Walt Disney Co	COM	254687106	1,045	19,991	SH	SHARED
Wells Fargo & Co	COM	949746101	3,577	103,596	SH	SHARED
XL Group Plc	COM	98372PAJ7	362	394,000	SH	SHARED
				1,907,161		