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SUN LIFE FINANCIAL INC  
Form 13F-HR  
August 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: June 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  
-----

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:

John Vaz	Wellesley Hills, Ma	August 10, 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.)  
  
/ / 13F NOTICE. (Check here if no holdings reported are in this report,

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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
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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	2
	-----
Form 13F Information Table Entry Total:	223
	-----
Form 13F Information Table Value Total:	US\$1,809,593
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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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[Repeat as necessary.]

FORM 13F INFORMATION TABLE - June 30, 2012

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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/ PRN	PUT/ CALL	INVESTMENT DISCRETION	O MA
3M CO	COM	88579Y101	5,605	62,560	SH		SHARED	1
3M CO	COM	88579Y101	1,464	16,344	SH		SHARED	2
Abbott Laboratories	COM	002824100	1,612	25,000	SH		SHARED	1
Acme Packet Inc	COM	004764106	2,830	151,734	SH		SHARED	1
Acme Packet Inc	COM	004764106	1,085	58,179	SH		SHARED	2
Actuate Corp	COM	00508B102	2,747	396,399	SH		SHARED	1
Actuate Corp	COM	00508B102	1,068	154,098	SH		SHARED	2
AES Corporation	COM	00130H105	3,820	297,733	SH		SHARED	1
AES Corporation	COM	00130H105	1,394	108,630	SH		SHARED	2
Akamai Technologies Inc	COM	00971T101	7,636	240,496	SH		SHARED	1
Akamai Technologies Inc	COM	00971T101	2,968	93,477	SH		SHARED	2
American Express Co	COM	025816109	4,668	80,187	SH		SHARED	1
American International Group	COM	026874784	6,209	193,475	SH		SHARED	1
Amgen Inc	COM	031162100	4,728	64,851	SH		SHARED	1
Amgen Inc	COM	031162100	1,855	25,442	SH		SHARED	2
Apple Inc	COM	037833100	12,568	21,521	SH		SHARED	1
Apple Inc	COM	037833100	4,823	8,259	SH		SHARED	2
AT&T Inc	COM	00206R102	7,028	197,094	SH		SHARED	1
AT&T Inc	COM	00206R102	2,535	71,099	SH		SHARED	2
Bank of America Corp	COM	060505104	1,640	200,543	SH		SHARED	2
Barclays Bank Plc	COM	06738C828	41,633	54,200,000	SH		SHARED	1
Barclays Bank Plc	COM	06738C828	15,900	20,700,000	SH		SHARED	1
Baxter International Inc	COM	071813109	3,701	69,624	SH		SHARED	1
Baxter International Inc	COM	071813109	1,536	28,894	SH		SHARED	2
BB&T Corporation	COM	054937107	3,684	119,407	SH		SHARED	1
BB&T Corporation	COM	054937107	1,481	48,016	SH		SHARED	2
Berkshire Hathaway Inc	COM	084670702	4,065	48,779	SH		SHARED	1
Berkshire Hathaway Inc	COM	084670702	1,552	18,622	SH		SHARED	2
Boeing Company	COM	097023105	5,296	71,274	SH		SHARED	1
Boeing Company	COM	097023105	1,340	18,038	SH		SHARED	2
Boston Scientific Corp	COM	101137107	8,368	1,475,791	SH		SHARED	1
Boston Scientific Corp	COM	101137107	3,256	574,178	SH		SHARED	2
Boston Scientific Corp	COM	101137107	5,387	950,000	SH		SHARED	1
Bristol-Myers Squibb	COM	110122108	6,598	183,544	SH		SHARED	1
Bristol-Myers Squibb	COM	110122108	1,838	51,118	SH		SHARED	2
Caterpillar Inc	COM	149123101	1,529	18,009	SH		SHARED	1
CCG Commercial Pool II Inc	COM	12501RAF6	486	1,000	SH		SHARED	1
Centro Retail Australia	COM	BSL0B74C7	1,586	9,688,869	SH		SHARED	1
Centurylink Inc	COM	156700106	3,698	93,652	SH		SHARED	1
Centurylink Inc	COM	156700106	1,617	40,946	SH		SHARED	2
Charles Schwab Corp./The	COM	808513105	3,315	256,345	SH		SHARED	1
Charles Schwab Corp./The	COM	808513105	910	70,358	SH		SHARED	2
Chevron Corp	COM	166764100	10,513	99,649	SH		SHARED	1
Chevron Corp	COM	166764100	3,526	33,419	SH		SHARED	2
Cisco Systems Inc	COM	17275R102	1,614	93,996	SH		SHARED	1
Citigroup Inc	COM	172967424	969	35,356	SH		SHARED	2
Coca-Cola Co	COM	191216100	6,513	83,303	SH		SHARED	1
Coca-Cola Co	COM	191216100	1,786	22,845	SH		SHARED	2
ConocoPhillips	COM	20825C104	4,858	86,931	SH		SHARED	1
ConocoPhillips	COM	20825C104	1,230	22,012	SH		SHARED	2
Consolidated Edison Inc	COM	209115104	1,543	24,817	SH		SHARED	1
Corning Inc	COM	219350105	7,601	587,876	SH		SHARED	1
Corning Inc	COM	219350105	2,864	221,524	SH		SHARED	2
Cosi Inc	COM	22122P101	708	996,776	SH		SHARED	1
Cosi Inc	COM	22122P101	264	371,709	SH		SHARED	2
CVS Caremark Corporation	COM	126650100	4,288	91,758	SH		SHARED	1

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CVS Caremark Corporation	COM	126650100	1,648	35,276	SH	SHARED	2
DR Horton Inc	COM	23331A109	4,654	253,191	SH	SHARED	1
DR Horton Inc	COM	23331A109	1,787	97,200	SH	SHARED	2
Duke Energy Corp	COM	26441C204	1,535	66,576	SH	SHARED	1
EI Dupont de Nemour and Co	COM	263534109	1,624	32,108	SH	SHARED	1
Eli Lilly & Co	COM	532457108	4,253	99,118	SH	SHARED	1
Eli Lilly & Co	COM	532457108	1,583	36,892	SH	SHARED	2
EMC Corp	COM	268648102	8,119	316,775	SH	SHARED	1
EMC Corp	COM	268648102	3,135	122,309	SH	SHARED	2
Emerson Electric Co	COM	291011104	3,735	80,185	SH	SHARED	1
Emerson Electric Co	COM	291011104	1,415	30,374	SH	SHARED	2
EOG Resources	COM	26875P101	3,381	37,526	SH	SHARED	1
EOG Resources	COM	26875P101	1,301	14,438	SH	SHARED	2
Exelon Corporation	COM	30161N101	6,066	161,256	SH	SHARED	1
Exelon Corporation	COM	30161N101	1,297	34,478	SH	SHARED	2
Exxon Mobil Corp	COM	30231G102	18,147	212,073	SH	SHARED	1
Exxon Mobil Corp	COM	30231G102	5,486	64,113	SH	SHARED	2
Forest Laboratories Inc	COM	345838106	7,257	207,410	SH	SHARED	1
Forest Laboratories Inc	COM	345838106	2,788	79,676	SH	SHARED	2
Fusion-io Inc	COM	36112J107	7,291	349,037	SH	SHARED	1
Fusion-io Inc	COM	36112J107	2,896	138,638	SH	SHARED	2
General Electric Company	COM	369604103	8,601	412,718	SH	SHARED	1
General Electric Company	COM	369604103	2,854	136,942	SH	SHARED	2
Goldman Sachs Group Inc	COM	38141G104	2,919	30,454	SH	SHARED	1
Goldman Sachs Group Inc	COM	38141G104	1,073	11,198	SH	SHARED	2
Goodyear Tire & Rubber Co	COM	382550101	4,000	338,704	SH	SHARED	1
Goodyear Tire & Rubber Co	COM	382550101	1,522	128,899	SH	SHARED	2
Google Inc-cl A	COM	38259P508	8,282	14,277	SH	SHARED	1
Google Inc-cl A	COM	38259P508	3,273	5,642	SH	SHARED	2
HALOZYME THERAPEUTICS INC	COM	40637H109	4,456	502,900	SH	SHARED	1
HALOZYME THERAPEUTICS INC	COM	40637H109	1,651	186,382	SH	SHARED	2
Hess Corp	COM	42809H107	2,689	61,876	SH	SHARED	1
Hess Corp	COM	42809H107	938	21,597	SH	SHARED	2
Home Depot Inc	COM	437076102	1,643	31,000	SH	SHARED	1
Honeywell International Inc	COM	438516106	6,250	111,930	SH	SHARED	1
Honeywell International Inc	COM	438516106	1,531	27,423	SH	SHARED	2
IBM Corp	COM	459200101	1,559	7,969	SH	SHARED	1
Intel Corp	COM	458140100	5,744	215,516	SH	SHARED	1
Intel Corp	COM	458140100	1,563	58,641	SH	SHARED	2
Intermec Inc	COM	458786100	3,382	545,514	SH	SHARED	1
Intermec Inc	COM	458786100	1,300	209,626	SH	SHARED	2
Intermec Inc	COM	458786100	2,015	325,000	SH	SHARED	1
International Paper Co	COM	460146103	9,490	328,271	SH	SHARED	1
International Paper Co	COM	460146103	3,357	116,118	SH	SHARED	2
IShares	COM	464286699	2,995	183,870	SH	SHARED	1
IShares	COM	464287465	21,425	428,838	SH	SHARED	2
IShares	COM	464287200	160,836	1,176,131	SH	SHARED	1
IShares	COM	464287648	15,230	166,506	SH	SHARED	1
IShares	COM	464287655	36,245	455,573	SH	SHARED	1
IShares	COM	464287614	15,404	243,611	SH	SHARED	1
IShares	COM	464287630	58,602	832,538	SH	SHARED	1
IShares	COM	464287473	46,814	1,010,657	SH	SHARED	1
Ishares	COM	464286707	3,168	161,800	SH	SHARED	1
Ishares	COM	464286806	574	29,000	SH	SHARED	1
Ishares	COM	464286848	8,526	906,056	SH	SHARED	1

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Ishares	COM	464286822	1,332	21,675	SH	SHARED	1
Ishares	COM	464286699	2,582	158,500	SH	SHARED	1
Ishares Tr	COM	464287465	11,571	231,600	SH	SHARED	1
Johnson & Johnson	COM	478160104	3,059	45,275	SH	SHARED	1
JP Morgan Chase & Co	COM	46625H100	2,325	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	4866062#2	16,650	600,000	SH	SHARED	1
Kayne Anderson MLP Investment	COM	4866064#0	12,320	440,000	SH	SHARED	1
Kimberly-Clark Corp	COM	494368103	5,614	67,017	SH	SHARED	1
Kimberly-Clark Corp	COM	494368103	1,459	17,419	SH	SHARED	2
Kohls Corp	COM	500255104	3,767	82,817	SH	SHARED	1
Kohls Corp	COM	500255104	1,463	32,155	SH	SHARED	2
Kraft Foods Inc	COM	50075N104	5,753	148,957	SH	SHARED	1
Kraft Foods Inc	COM	50075N104	1,614	41,791	SH	SHARED	2
Legg Mason Inc	COM	524901105	3,916	148,519	SH	SHARED	1
Legg Mason Inc	COM	524901105	1,509	57,233	SH	SHARED	2
Lloyds Banking Group PLC	COM	539439AC3	956	1,460,000	SH	SHARED	1
Lockheed Martin Corp	COM	539830109	3,431	39,401	SH	SHARED	1
Lockheed Martin Corp	COM	539830109	1,326	15,228	SH	SHARED	2
Lowe's Companies Inc	COM	548661107	3,668	128,963	SH	SHARED	1
Lowe's Companies Inc	COM	548661107	1,350	47,484	SH	SHARED	2
McDonald's Corp	COM	580135101	2,886	32,602	SH	SHARED	1
Merck & Co. Inc.	COM	58933Y105	6,117	146,515	SH	SHARED	1
Merck & Co. Inc.	COM	58933Y105	1,670	40,011	SH	SHARED	2
Merge Healthcare Inc	COM	589499102	723	252,733	SH	SHARED	2
MetLife Inc	COM	59156R108	5,795	187,835	SH	SHARED	1
Microsoft Corp	COM	594918104	1,615	52,807	SH	SHARED	1
Morgan Stanley	COM	617446448	2,126	145,739	SH	SHARED	1
Morgan Stanley	COM	617446448	769	52,684	SH	SHARED	2
Mosaic Holdings Inc	COM	61945C103	7,566	138,175	SH	SHARED	1
Mosaic Holdings Inc	COM	61945C103	2,820	51,490	SH	SHARED	2
Mrv Communications Inc	COM	553477100	673	1,025,247	SH	SHARED	2
Occidental Petroleum Corp	COM	674599105	3,849	44,872	SH	SHARED	1
Occidental Petroleum Corp	COM	674599105	1,481	17,264	SH	SHARED	2
Oclaro Inc	COM	67555N206	3,462	1,138,771	SH	SHARED	1
Oclaro Inc	COM	67555N206	1,554	511,227	SH	SHARED	2
Pep-Boys Manny Moe & Jack	COM	713278109	4,135	417,710	SH	SHARED	1
Pep-Boys Manny Moe & Jack	COM	713278109	1,588	160,360	SH	SHARED	2
Pepsico Inc	COM	713448108	5,835	82,585	SH	SHARED	1
Pepsico Inc	COM	713448108	1,566	22,158	SH	SHARED	2
Pfizer Inc	COM	717081103	7,368	320,365	SH	SHARED	1
Pfizer Inc	COM	717081103	1,169	50,819	SH	SHARED	2
Philip Morris International	COM	718172109	4,314	49,441	SH	SHARED	1
Philip Morris International	COM	718172109	1,659	19,007	SH	SHARED	2
Phillips 66-W/I	COM	718546104	1,651	49,672	SH	SHARED	1
Phillips 66-W/I	COM	718546104	366	11,006	SH	SHARED	2
PNC Financial Services Group	COM	693475105	5,112	83,657	SH	SHARED	1
Powershares QQQ Nasdaq 100	COM	73935A104	26,838	418,300	SH	SHARED	1
Procter & Gamble Co	COM	742718109	8,382	136,857	SH	SHARED	1

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Procter & Gamble Co	COM	742718109	2,047	33,428	SH	SHARED	2
Prudential Financial Inc	COM	744320102	5,588	115,377	SH	SHARED	1
Qlik Technologies Inc	COM	74733T105	4,492	203,088	SH	SHARED	1
Qlik Technologies Inc	COM	74733T105	1,746	78,935	SH	SHARED	2
Raytheon Company	COM	755111507	3,718	65,705	SH	SHARED	1
Raytheon Company	COM	755111507	1,437	25,395	SH	SHARED	2
Riverbed Technology Inc	COM	768573107	3,941	244,052	SH	SHARED	1
Riverbed Technology Inc	COM	768573107	1,516	93,853	SH	SHARED	2
Safeway Inc	COM	786514208	3,434	189,226	SH	SHARED	1
Safeway Inc	COM	786514208	1,323	72,919	SH	SHARED	2
SAIC Inc	COM	78390X101	4,017	331,441	SH	SHARED	1
SAIC Inc	COM	78390X101	1,509	124,529	SH	SHARED	2
Silicon Graphics	COM	82706L108	5,593	871,123	SH	SHARED	1
Silicon Graphics	COM	82706L108	2,038	317,493	SH	SHARED	2
Silicon Graphics Int Corp	COM	82706L108	6,038	940,500	SH	SHARED	1
SPDR S&P 500 ETF Trust	COM	78462F103	139,130	1,022,223	SH	SHARED	1
SPDR S&P 500 ETF Trust		78462F103	271,045	1,991,441		SHARED	1
State Street Corp	COM	857477103	3,995	89,490	SH	SHARED	1
State Street Corp	COM	857477103	1,320	29,571	SH	SHARED	2
Supervalu Inc	COM	868536103	8,071	1,558,052	SH	SHARED	1
Supervalu Inc	COM	868536103	3,085	595,596	SH	SHARED	2
Talisman Energy Inc	COM	87425E103	3,761	328,200	SH	SHARED	1
Talisman Energy Inc	COM	87425E103	1,422	124,100	SH	SHARED	2
Target Corp	COM	87612E106	3,491	59,994	SH	SHARED	1
Target Corp	COM	87612E106	1,280	21,997	SH	SHARED	2
Travelers Cos Inc	COM	89417E109	1,586	24,848	SH	SHARED	1
Travelers Cos Inc	COM	89417E109	1,730	27,106	SH	SHARED	2
United Continental Holdings	COM	910047109	958	39,391	SH	SHARED	2
United Technologies Corp	COM	913017109	6,225	82,415	SH	SHARED	1
United Technologies Corp	COM	913017109	1,400	18,533	SH	SHARED	2
Unum Group	COM	91529Y106	4,935	257,957	SH	SHARED	1
Unum Group	COM	91529Y106	1,920	100,368	SH	SHARED	2
US Bancorp	COM	902973304	6,659	207,074	SH	SHARED	1
US Bancorp	COM	902973304	1,730	53,793	SH	SHARED	2
Valero Energy Corp	COM	91913Y100	3,530	146,163	SH	SHARED	1
Valero Energy Corp	COM	91913Y100	1,353	56,037	SH	SHARED	2
Vanguard MSCI EAFE ETF	COM	921943858	42,373	1,342,202	SH	SHARED	1
Vanguard REIT ETF	COM	922908553	68,479	1,046,600	SH	SHARED	1
Vanguard REIT ETF	COM	922908553	10,973	167,710	SH	SHARED	2
Vanguard REIT ETF	COM	922908553	60,136	919,083	SH	SHARED	1
Vanguard Small Cap ETF	COM	922908751	24,339	320,076	SH	SHARED	1
Vasco Data Security Intl, Inc.	COM	92230Y104	4,481	547,840	SH	SHARED	1
Vasco Data Security Intl, Inc.	COM	92230Y104	1,743	213,102	SH	SHARED	2
Verizon Communications Inc	COM	92343V104	7,212	162,281	SH	SHARED	1
Verizon Communications Inc	COM	92343V104	1,697	38,184	SH	SHARED	2
Viacom Inc	COM	92553P201	3,736	79,449	SH	SHARED	1
Viacom Inc	COM	92553P201	1,361	28,939	SH	SHARED	2
Vicor Corp	COM	925815102	1,829	263,604	SH	SHARED	1
Vicor Corp	COM	925815102	1,196	172,405	SH	SHARED	2
Vicor Corp	COM	925815102	3,797	547,164		SHARED	1
VM Ware Inc	COM	928563402	5,687	62,462	SH	SHARED	1
VM Ware Inc	COM	928563402	2,184	23,992	SH	SHARED	2
Wachovia Capital Trust III	COM	92978AAA0	15,280	16,000,000	SH	SHARED	1
Wachovia Capital Trust III	COM	92978AAA0	955	1,000,000	SH	SHARED	1

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Wal-Mart Stores Inc	COM	931142103	6,829	97,949 SH	SHARED	1
Wal-Mart Stores Inc	COM	931142103	1,926	27,629 SH	SHARED	2
Walt Disney Co	COM	254687106	4,756	98,064 SH	SHARED	1
Walt Disney Co	COM	254687106	1,828	37,701 SH	SHARED	2
Wells Fargo & Co	COM	949746101	2,063	61,697 SH	SHARED	2
Wpx Energy Inc	COM	98212B103	355	21,951 SH	SHARED	1
Wpx Energy Inc	COM	98212B103	139	8,600 SH	SHARED	2
XL Group Plc	COM	98372PAJ7	320	394,000 SH	SHARED	1

1,809,593