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SUN LIFE FINANCIAL INC
Form 13F-HR
May 14, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2009

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

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: Pawan Khemraj
Title: Director, Investment Analysis
Phone: 416-979-6192

Signature, Place, and Date of Signing:

| | | |
|-------------------|------------------|--------------|
| /s/ Pawan Khemraj | Toronto, Ontario | May 13, 2009 |
| ----- | ----- | ----- |
| [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, and all holdings are reported by other reporting manager(s).)
- 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

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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 |

Report Summary:

| | |
|---|---------------|
| Number of Other Included Managers: | 2 |
| Form 13F Information Table Entry Total: | 212 |
| Form 13F Information Table Value Total: | US\$1,483,940 |
| | (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 | 028-12046 | Sun Capital Advisers LLC. |
| 2 | 028-12047 | Sun Life Assurance Company of Canada |

[Repeat as necessary.]

FORM 13F INFORMATION TABLE - MARCH 31, 2009

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | | COLUMN 6 |
|----------------------------|----------------|-----------|--------------------|--------------------|---------------------|----------------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION M |
| 3M Corporation | COM | 88579Y101 | 2,202 | 44,293 | SH | SHARED |
| 3M Corporation | COM | 88579Y101 | 824 | 16,577 | SH | SHARED |
| Acme Packet Inc | COM | 004764106 | 4,903 | 807,815 | SH | SHARED |
| Acme Packet Inc | COM | 004764106 | 1,888 | 311,097 | SH | SHARED |
| Acme Packet Inc | COM | 004764106 | 7,284 | 1,200,000 | SH | SHARED |
| ADC Telecommunications Inc | COM | 000886309 | 3,556 | 810,010 | SH | SHARED |
| ADC Telecommunications Inc | COM | 000886309 | 1,341 | 305,539 | SH | SHARED |
| AERCAP HOLDINGS NV | COM | N00985106 | 546 | 168,096 | SH | SHARED |
| AERCAP HOLDINGS NV | COM | N00985106 | 212 | 65,176 | SH | SHARED |

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| | | | | | |
|------------------------------|---------------|---------|------------|----|--------|
| Alexandria Real Estate Equit | COM 015271109 | 7,319 | 201,058 | SH | SHARED |
| Alexandria Real Estate Equit | COM 015271109 | 174 | 4,780 | SH | SHARED |
| Altria Group Inc | COM 02209S103 | 996 | 62,166 | SH | SHARED |
| Altria Group Inc | COM 02209S103 | 372 | 23,209 | SH | SHARED |
| Amgen Inc | COM 031162100 | 3,422 | 69,102 | SH | SHARED |
| Amgen Inc | COM 031162100 | 1,278 | 25,808 | SH | SHARED |
| AT&T Inc | COM 00206R102 | 5,121 | 203,223 | SH | SHARED |
| AT&T Inc | COM 00206R102 | 1,915 | 75,986 | SH | SHARED |
| AvalonBay Communities Inc | COM 053484101 | 6,265 | 133,127 | SH | SHARED |
| AvalonBay Communities Inc | COM 053484101 | 219 | 4,647 | SH | SHARED |
| Bank of America Corp | COM 060505104 | 2,047 | 300,194 | SH | SHARED |
| Bank of America Corp | COM 060505104 | 760 | 111,501 | SH | SHARED |
| Bank of Nova Scotia | COM 064149107 | 329,169 | 13,466,667 | SH | SHARED |
| BE AEROSPACE INC | COM 073302101 | 2,707 | 312,170 | SH | SHARED |
| Best Buy Company Inc | COM 086516101 | 1,261 | 33,228 | SH | SHARED |
| Biogen Idec Inc | COM 09062X103 | 6,307 | 120,308 | SH | SHARED |
| Biogen Idec Inc | COM 09062X103 | 2,372 | 45,249 | SH | SHARED |
| Boeing Company | COM 097023105 | 1,740 | 48,911 | SH | SHARED |
| Boeing Company | COM 097023105 | 651 | 18,297 | SH | SHARED |
| Bookham Inc | COM 09856E105 | 691 | 1,607,740 | SH | SHARED |
| Bookham Inc | COM 09856E105 | 268 | 623,846 | SH | SHARED |
| Bookham Inc | COM 09856E105 | 1,804 | 4,400,000 | SH | SHARED |
| Boston Properties Inc | COM 101121101 | 8,248 | 235,460 | SH | SHARED |
| Boston Properties Inc | COM 101121101 | 46 | 1,316 | SH | SHARED |
| Boston Scientific | COM 101137107 | 7,543 | 950,000 | SH | SHARED |
| Boston Scientific Corp | COM 101137107 | 5,983 | 752,598 | SH | SHARED |
| Boston Scientific Corp | COM 101137107 | 2,243 | 282,150 | SH | SHARED |
| BP Amoco Plc | COM 055622104 | 4,543 | 113,297 | SH | SHARED |
| BP Amoco Plc | COM 055622104 | 1,720 | 42,892 | SH | SHARED |
| BRE Properties Inc | COM 05564E106 | 252 | 12,843 | SH | SHARED |
| BRE Properties Inc | COM 05564E106 | 54 | 2,772 | SH | SHARED |
| Bristol-Myers Squibb | COM 110122108 | 3,037 | 138,544 | SH | SHARED |
| Bristol-Myers Squibb | COM 110122108 | 1,136 | 51,847 | SH | SHARED |
| BROADCOM CORP-CL A | COM 111320107 | 2,343 | 117,269 | SH | SHARED |
| BROADCOM CORP-CL A | COM 111320107 | 878 | 43,949 | SH | SHARED |
| Brocade Communications Sys | COM 111621306 | 3,537 | 1,025,093 | SH | SHARED |
| Brocade Communications Sys | COM 111621306 | 1,372 | 397,763 | SH | SHARED |
| Chevron Corporation | COM 166764100 | 11,236 | 167,102 | SH | SHARED |
| Chevron Corporation | COM 166764100 | 4,223 | 62,803 | SH | SHARED |
| Ciena Corp | COM 171779309 | 2,821 | 362,560 | SH | SHARED |
| Ciena Corp | COM 171779309 | 1,127 | 144,799 | SH | SHARED |
| Coca-Cola Company | COM 191216100 | 3,429 | 78,022 | SH | SHARED |
| Coca-Cola Company | COM 191216100 | 1,281 | 29,148 | SH | SHARED |
| Concurrent Computer Corp | COM 206710402 | 886 | 244,716 | SH | SHARED |
| Concurrent Computer Corp | COM 206710402 | 350 | 96,569 | SH | SHARED |
| ConocoPhillips | COM 20825C104 | 2,333 | 59,580 | SH | SHARED |
| ConocoPhillips | COM 20825C104 | 874 | 22,328 | SH | SHARED |
| Conseco Inc | COM 208464883 | 861 | 936,206 | SH | SHARED |
| Conseco Inc | COM 208464883 | 321 | 349,123 | SH | SHARED |
| Cosi Inc | COM 22122P101 | 272 | 800,817 | SH | SHARED |
| Cosi Inc | COM 22122P101 | 105 | 309,909 | SH | SHARED |
| CVS Caremark Corporation | COM 126650100 | 3,565 | 129,674 | SH | SHARED |
| CVS Caremark Corporation | COM 126650100 | 1,332 | 48,440 | SH | SHARED |
| DIGITAL REALTY TRUST INC | COM 253868103 | 9,403 | 283,405 | SH | SHARED |
| DIGITAL REALTY TRUST INC | COM 253868103 | 256 | 7,714 | SH | SHARED |
| Dominion Resources Inc | COM 25746U109 | 2,739 | 88,398 | SH | SHARED |

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|-------------------------------|---------------|---------|-----------|----|--------|
| Dominion Resources Inc | COM 25746U109 | 1,023 | 32,998 | SH | SHARED |
| Douglas Emmett Inc-w/i | COM 25960P109 | 7,088 | 959,117 | SH | SHARED |
| Douglas Emmett Inc-w/i | COM 25960P109 | 198 | 26,796 | SH | SHARED |
| Dupont (EI) Nemours and Co | COM 263534109 | 1,961 | 87,799 | SH | SHARED |
| Dupont (EI) Nemours and Co | COM 263534109 | 732 | 32,801 | SH | SHARED |
| Eastgroup Properties | COM 277276101 | 4,967 | 176,958 | SH | SHARED |
| Eastgroup Properties | COM 277276101 | 172 | 6,128 | SH | SHARED |
| EQT Inc | COM 26884L109 | 4,092 | 130,624 | SH | SHARED |
| EQT Inc | COM 26884L109 | 1,552 | 49,542 | SH | SHARED |
| Equity Residential Properties | COM 29476L107 | 7,175 | 391,034 | SH | SHARED |
| Equity Residential Properties | COM 29476L107 | 192 | 10,465 | SH | SHARED |
| Exelon Corporation | COM 30161N101 | 2,749 | 60,566 | SH | SHARED |
| Exelon Corporation | COM 30161N101 | 1,025 | 22,591 | SH | SHARED |
| Exxon Mobil Corp | COM 30231G102 | 13,931 | 204,564 | SH | SHARED |
| Exxon Mobil Corp | COM 30231G102 | 5,189 | 76,194 | SH | SHARED |
| Federal Realty Investment Tr | COM 313747206 | 10,071 | 218,930 | SH | SHARED |
| Federal Realty Investment Tr | COM 313747206 | 280 | 6,078 | SH | SHARED |
| Fedex Corp | COM 31428X106 | 1,381 | 31,037 | SH | SHARED |
| Fedex Corp | COM 31428X106 | 516 | 11,595 | SH | SHARED |
| FINISAR Corporation | COM 31787A101 | 559 | 1,299,487 | SH | SHARED |
| General Elec Co | COM 369604103 | 2,932 | 290,000 | SH | SHARED |
| General Electric Company | COM 369604103 | 3,337 | 330,032 | SH | SHARED |
| General Electric Company | COM 369604103 | 1,404 | 138,911 | SH | SHARED |
| Genworth Financial Inc. | COM 37247D106 | 4,344 | 2,286,200 | SH | SHARED |
| Goldman Sachs Group Inc | COM 38141G104 | 3,229 | 30,454 | SH | SHARED |
| Goldman Sachs Group Inc | COM 38141G104 | 1,205 | 11,363 | SH | SHARED |
| HALOZYME THERAPEUTICS INC | COM 40637H109 | 2,746 | 502,900 | SH | SHARED |
| HALOZYME THERAPEUTICS INC | COM 40637H109 | 1,032 | 188,990 | SH | SHARED |
| HCP Inc | COM 40414L109 | 6,343 | 355,337 | SH | SHARED |
| HCP Inc | COM 40414L109 | 206 | 11,552 | SH | SHARED |
| Highwoods Properties Inc | COM 431284108 | 4,089 | 190,908 | SH | SHARED |
| Honeywell International Inc | COM 438516106 | 2,330 | 83,629 | SH | SHARED |
| Honeywell International Inc | COM 438516106 | 872 | 31,293 | SH | SHARED |
| Host Hotels and Resorts Inc | COM 44107P104 | 5,597 | 1,427,682 | SH | SHARED |
| Host Hotels and Resorts Inc | COM 44107P104 | 45 | 11,437 | SH | SHARED |
| INSULET CORP | COM 45784P101 | 1,550 | 378,008 | SH | SHARED |
| INSULET CORP | COM 45784P101 | 584 | 142,409 | SH | SHARED |
| International Paper Co | COM 460146103 | 2,260 | 320,995 | SH | SHARED |
| International Paper Co | COM 460146103 | 811 | 115,263 | SH | SHARED |
| Ishares | COM 464286699 | 6,203 | 591,884 | SH | SHARED |
| Ishares | COM 464286699 | 1,462 | 139,500 | SH | SHARED |
| Ishares | COM 464286707 | 1,930 | 112,200 | SH | SHARED |
| Ishares | COM 464286806 | 379 | 25,300 | SH | SHARED |
| Ishares | COM 464286822 | 687 | 25,150 | SH | SHARED |
| Ishares | COM 464286848 | 5,630 | 712,706 | SH | SHARED |
| IShares MSCI EAFE | COM 464287465 | 16,120 | 428,838 | SH | SHARED |
| Ishares Tr | COM 464287465 | 138,103 | 3,673,940 | SH | SHARED |
| Johnson & Johnson | COM 478160104 | 2,242 | 42,633 | SH | SHARED |
| Johnson & Johnson | COM 478160104 | 844 | 16,047 | SH | SHARED |
| JP Morgan Chase | COM 46625H100 | 4,699 | 176,787 | SH | SHARED |
| JP Morgan Chase | COM 46625H100 | 1,754 | 66,004 | SH | SHARED |
| Kimberly-Clark Corp | COM 494368103 | 2,796 | 60,642 | SH | SHARED |
| Kimberly-Clark Corp | COM 494368103 | 1,044 | 22,636 | SH | SHARED |
| Kimco Realty Corp | COM 49446R109 | 7,007 | 919,584 | SH | SHARED |
| Kimco Realty Corp | COM 49446R109 | 158 | 20,788 | SH | SHARED |
| Lexington Realty Trust | COM 529043101 | 6,196 | 2,603,199 | SH | SHARED |

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|-------------------------------|---------------|--------|-----------|----|--------|
| Lexington Realty Trust | COM 529043101 | 132 | 55,399 | SH | SHARED |
| Lowe's Companies | COM 548661107 | 2,354 | 128,963 | SH | SHARED |
| Lowe's Companies | COM 548661107 | 879 | 48,165 | SH | SHARED |
| Macy's Inc | COM 55616P104 | 730 | 82,002 | SH | SHARED |
| Marvell Technology Group | COM G5876H105 | 5,989 | 653,794 | SH | SHARED |
| Marvell Technology Group | COM G5876H105 | 2,243 | 244,825 | SH | SHARED |
| Marvell Technology Group Ltd | COM G5876H105 | 1,926 | 210,236 | SH | SHARED |
| Mattel Inc | COM 577081102 | 2,256 | 195,682 | SH | SHARED |
| Mattel Inc | COM 577081102 | 845 | 73,329 | SH | SHARED |
| Medical Properties Trust Inc | COM 58463J304 | 10,007 | 2,741,604 | SH | SHARED |
| Medical Properties Trust Inc | COM 58463J304 | 266 | 72,862 | SH | SHARED |
| Merck & Co Inc | COM 589331107 | 2,705 | 101,139 | SH | SHARED |
| Merck & Co Inc | COM 589331107 | 1,011 | 37,788 | SH | SHARED |
| Merge Healthcare Inc | COM 589499102 | 1,398 | 1,028,171 | SH | SHARED |
| Merge Healthcare Inc | COM 589499102 | 568 | 417,494 | SH | SHARED |
| Morgan Stanley | COM 617446448 | 3,318 | 145,739 | SH | SHARED |
| Morgan Stanley | COM 617446448 | 1,216 | 53,423 | SH | SHARED |
| Motorola Inc | COM 620076109 | 2,940 | 695,150 | SH | SHARED |
| Motorola Inc | COM 620076109 | 855 | 202,142 | SH | SHARED |
| Mrv Communications Inc | COM 553477100 | 898 | 2,896,634 | SH | SHARED |
| Mrv Communications Inc | COM 553477100 | 365 | 1,178,210 | SH | SHARED |
| MRV Communications Inc | COM 553477100 | 1,679 | 5,417,703 | SH | SHARED |
| Nationwide Health Pptys Inc | COM 638620104 | 898 | 40,473 | SH | SHARED |
| Nationwide Health Pptys Inc | COM 638620104 | 195 | 8,794 | SH | SHARED |
| OPNEXT | COM 68375V105 | 3,127 | 1,850,000 | SH | SHARED |
| OPNEXT INC | COM 68375V105 | 1,990 | 1,163,643 | SH | SHARED |
| OPNEXT INC | COM 68375V105 | 730 | 426,754 | SH | SHARED |
| OVERSTOCK.COM INC | COM 690370101 | 1,966 | 214,838 | SH | SHARED |
| OVERSTOCK.COM INC | COM 690370101 | 722 | 78,945 | SH | SHARED |
| Pepsico Inc | COM 713448108 | 3,092 | 60,054 | SH | SHARED |
| Pepsico Inc | COM 713448108 | 1,157 | 22,478 | SH | SHARED |
| Pfizer Inc | COM 717081103 | 2,809 | 206,277 | SH | SHARED |
| Pfizer Inc | COM 717081103 | 1,048 | 76,955 | SH | SHARED |
| Philip Morris International | COM 718172109 | 2,212 | 62,166 | SH | SHARED |
| Philip Morris International | COM 718172109 | 826 | 23,209 | SH | SHARED |
| Plum Creek Timber Co Common | COM 729251108 | 6,606 | 227,231 | SH | SHARED |
| Plum Creek Timber Co Common | COM 729251108 | 274 | 9,419 | SH | SHARED |
| Powershares QQQ Nasdaq 100 | COM 73935A104 | 13,709 | 452,000 | SH | SHARED |
| Principal Financial Group | COM 74251V102 | 545 | 66,592 | SH | SHARED |
| Principal Financial Group | COM 74251V102 | 206 | 25,169 | SH | SHARED |
| Procter & Gamble Co | COM 742718109 | 4,274 | 90,770 | SH | SHARED |
| Procter & Gamble Co | COM 742718109 | 1,597 | 33,908 | SH | SHARED |
| Public Storage | COM 74460D109 | 10,805 | 195,560 | SH | SHARED |
| Public Storage | COM 74460D109 | 324 | 5,862 | SH | SHARED |
| Qwest Communications Intl Inc | COM 749121109 | 3,886 | 1,136,196 | SH | SHARED |
| Qwest Communications Intl Inc | COM 749121109 | 1,482 | 433,413 | SH | SHARED |
| Rackable Systems Inc | COM 750077109 | 3,537 | 871,123 | SH | SHARED |
| Rackable Systems Inc | COM 750077109 | 1,372 | 337,932 | SH | SHARED |
| Rackable Systems Inc | COM 750077109 | 3,771 | 940,500 | SH | SHARED |
| Schering-Plough Corp | COM 806605101 | 3,876 | 165,000 | SH | SHARED |
| Schering-Plough Corp | COM 806605101 | 6,178 | 262,341 | SH | SHARED |
| Schering-Plough Corp | COM 806605101 | 2,019 | 85,716 | SH | SHARED |
| Simon Property Group Inc | COM 828806109 | 13,648 | 393,987 | SH | SHARED |
| Simon Property Group Inc | COM 828806109 | 428 | 12,352 | SH | SHARED |
| SL Green Realty Corp | COM 78440X101 | 6,512 | 602,984 | SH | SHARED |
| SL Green Realty Corp | COM 78440X101 | 181 | 16,742 | SH | SHARED |

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|----------------------------|---------------|-----------|------------|----|--------|
| SPDR Trust | COM 78462F103 | 445,916 | 5,607,601 | SH | SHARED |
| Target Corp | COM 87612E106 | 2,767 | 80,459 | SH | SHARED |
| Telabs Inc | COM 879664100 | 3,644 | 795,627 | SH | SHARED |
| Tenet Healthcare Corp | COM 88033G100 | 6,156 | 5,400,000 | SH | SHARED |
| Time Warner Inc | COM 887317105 | 4,491 | 232,682 | SH | SHARED |
| Time Warner Inc | COM 887317105 | 1,684 | 87,270 | SH | SHARED |
| Travelers Cos Inc | COM 89417E109 | 1,335 | 32,851 | SH | SHARED |
| United Technologies Corp | COM 913017109 | 2,630 | 61,194 | SH | SHARED |
| United Technologies Corp | COM 913017109 | 984 | 22,891 | SH | SHARED |
| Unitedhealth Group Inc | COM 91324P102 | 1,699 | 81,167 | SH | SHARED |
| Unitedhealth Group Inc | COM 91324P102 | 636 | 30,375 | SH | SHARED |
| UnumProvident Corp | COM 91529Y106 | 1,879 | 150,305 | SH | SHARED |
| UnumProvident Corp | COM 91529Y106 | 729 | 58,301 | SH | SHARED |
| Ventas Inc | COM 92276F100 | 10,609 | 469,203 | SH | SHARED |
| Ventas Inc | COM 92276F100 | 307 | 13,564 | SH | SHARED |
| Verizon Communications Inc | COM 92343V104 | 2,485 | 82,296 | SH | SHARED |
| Verizon Communications Inc | COM 92343V104 | 435 | 14,395 | SH | SHARED |
| Verso Paper Corp | COM 92531L108 | 223 | 353,958 | SH | SHARED |
| Viacom Inc-class B | COM 92553P201 | 1,723 | 99,121 | SH | SHARED |
| Viacom Inc-class B | COM 92553P201 | 644 | 37,027 | SH | SHARED |
| Vicor Corp | COM 925815102 | 1,654 | 338,256 | SH | SHARED |
| Vicor Corp | COM 925815102 | 644 | 131,731 | SH | SHARED |
| Vicor Corp | COM 925815102 | 2,841 | 579,783 | SH | SHARED |
| | | | | | |
| Vornado Realty Trust | COM 929042109 | 9,771 | 293,940 | SH | SHARED |
| Vornado Realty Trust | COM 929042109 | 250 | 7,534 | SH | SHARED |
| Wal-Mart Stores Inc | COM 931142103 | 3,911 | 75,073 | SH | SHARED |
| Wal-Mart Stores Inc | COM 931142103 | 1,460 | 28,028 | SH | SHARED |
| Wellpoint Inc | COM 94973V107 | 1,814 | 47,786 | SH | SHARED |
| Wellpoint Inc | COM 94973V107 | 678 | 17,853 | SH | SHARED |
| Wells Fargo & Co | COM 949746101 | 3,172 | 222,784 | SH | SHARED |
| Wells Fargo & Co | COM 949746101 | 1,180 | 82,868 | SH | SHARED |
| Weyerhaeuser Co | COM 962166104 | 9,953 | 361,013 | SH | SHARED |
| Weyerhaeuser Co | COM 962166104 | 291 | 10,557 | SH | SHARED |
| Williams Cos Inc | COM 969457100 | 4,245 | 374,000 | SH | SHARED |
| Wyeth | COM 983024100 | 3,531 | 82,033 | SH | SHARED |
| | | 1,483,940 | 97,972,794 | | |
| # of entries | | 212 | | | |