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SUN LIFE FINANCIAL INC  
Form 13F-HR/A  
November 13, 2009

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 13F  
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2009

Check here if Amendment [X ]; Amendment Number: 1

This Amendment (Check only one.): [X ] 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, November 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).)
- [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

Report Summary:  
Number of Other Included Managers: 2

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Form 13F Information Table Entry Total: 229  
 Form 13F Information Table Value Total: US\$1,615,331  
 (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

028-12046                   1 Sun Capital Advisers LLC.  
 028-12047                   2 Sun Life Assurance Company of Canada

[Repeat as necessary.]

### FORM 13F INFORMATION TABLE - SEPTEMBER 30, 2009

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL	INVESTMENT DISCRETION
3M Corporation	COM	88579Y101	3,269	44,293	SH	SHARED
3M Corporation	COM	88579Y101	1,223	16,577	SH	SHARED
Acme Packet Inc	COM	004764106	8,086	807,815	SH	SHARED
Acme Packet Inc	COM	004764106	3,114	311,097	SH	SHARED
Acme Packet Inc	COM	004764106	10,271	1,078,900	SH	SHARED
Alexandria Real Estate Equit	COM	015271109	5,177	95,254	SH	SHARED
Alexandria Real Estate Equit	COM	015271109	315	5,799	SH	SHARED
Altria Group Inc	COM	02209S103	1,107	62,166	SH	SHARED
Altria Group Inc	COM	02209S103	413	23,209	SH	SHARED
Amgen Inc	COM	031162100	4,162	69,102	SH	SHARED
Amgen Inc	COM	031162100	1,554	25,808	SH	SHARED
Anadarko Petroleum Corp	COM	032511107	1,373	21,892	SH	SHARED
AT&T Inc	COM	00206R102	2,870	106,242	SH	SHARED
AT&T Inc	COM	00206R102	1,096	40,570	SH	SHARED
AvalonBay Communities Inc	COM	053484101	6,766	93,028	SH	SHARED
AvalonBay Communities Inc	COM	053484101	408	5,609	SH	SHARED
Bank of America Corp	COM	060505104	5,079	300,194	SH	SHARED
Bank of America Corp	COM	060505104	1,887	111,501	SH	SHARED
Bank of Nova Scotia	COM	064149107	31,346	695,626	SH	SHARED
Best Buy Company Inc	COM	086516101	3,650	97,277	SH	SHARED
Best Buy Company Inc	COM	086516101	1,247	33,228	SH	SHARED
Biogen Idec Inc	COM	09062X103	4,132	81,784	SH	SHARED
Biogen Idec Inc	COM	09062X103	1,503	29,757	SH	SHARED
BIOMED REALTY TRUST INC	COM	09063H107	9,627	697,595	SH	SHARED
BIOMED REALTY TRUST INC	COM	09063H107	245	17,723	SH	SHARED
Boeing Company	COM	097023105	2,649	48,911	SH	SHARED
Boeing Company	COM	097023105	991	18,297	SH	SHARED
Boston Properties Inc	COM	101121101	7,951	121,296	SH	SHARED
Boston Properties Inc	COM	101121101	372	5,681	SH	SHARED
Boston Scientific	COM	101137107	10,051	950,000	SH	SHARED
Boston Scientific Corp	COM	101137107	7,970	752,598	SH	SHARED
Boston Scientific Corp	COM	101137107	2,988	282,150	SH	SHARED
BP Amoco Plc	COM	055622104	6,031	113,297	SH	SHARED
BP Amoco Plc	COM	055622104	1,693	31,807	SH	SHARED
Bristol-Myers Squibb	COM	110122108	3,120	138,544	SH	SHARED
Bristol-Myers Squibb	COM	110122108	1,168	51,847	SH	SHARED
BROADCOM CORP-CL A	COM	111320107	2,952	96,182	SH	SHARED

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BROADCOM CORP-CL A	COM	111320107	1,127	36,714	SH	SHARED
Chesapeake Energy Corp	COM	165167107	1,391	48,970	SH	SHARED
Chevron Corporation	COM	166764100	11,769	167,102	SH	SHARED
Chevron Corporation	COM	166764100	1,685	23,928	SH	SHARED
Citigroup Inc	COM	172967101	2,334	482,334	SH	SHARED
Citigroup Inc	COM	172967101	847	174,978	SH	SHARED
Clayton Williams Energy Inc	COM	969490101	3,267	108,482	SH	SHARED
Clayton Williams Energy Inc	COM	969490101	1,271	42,214	SH	SHARED
Coca-Cola Company	COM	191216100	3,370	62,752	SH	SHARED
Coca-Cola Company	COM	191216100	1,246	23,201	SH	SHARED
Concurrent Computer Corp	COM	206710402	0	1	SH	SHARED
Concurrent Computer Corp	COM	206710402	0	2	SH	SHARED
ConocoPhillips	COM	20825C104	2,691	59,580	SH	SHARED
ConocoPhillips	COM	20825C104	1,008	22,328	SH	SHARED
Cosi Inc	COM	22122P101	505	800,817	SH	SHARED
Cosi Inc	COM	22122P101	195	309,909	SH	SHARED
CVS Caremark Corporation	COM	126650100	3,200	89,534	SH	SHARED
CVS Caremark Corporation	COM	126650100	1,173	32,811	SH	SHARED
Delta Air Lines Inc	COM	247361702	1,363	152,095	SH	SHARED
DICK'S SPORTING GOODS INC	COM	253393102	1,768	78,928	SH	SHARED
DIGITAL REALTY TRUST INC	COM	253868103	11,825	258,702	SH	SHARED
DIGITAL REALTY TRUST INC	COM	253868103	428	9,359	SH	SHARED
Dominion Resources Inc	COM	25746U109	3,050	88,398	SH	SHARED
Dominion Resources Inc	COM	25746U109	1,138	32,998	SH	SHARED
Douglas Emmett Inc-w/i	COM	25960P109	8,167	665,043	SH	SHARED
Douglas Emmett Inc-w/i	COM	25960P109	399	32,513	SH	SHARED
Dupont (EI) Nemours and Co	COM	263534109	2,822	87,799	SH	SHARED
Dupont (EI) Nemours and Co	COM	263534109	1,054	32,801	SH	SHARED
Electronic Arts Inc	COM	285512109	3,322	174,386	SH	SHARED
Electronic Arts Inc	COM	285512109	1,292	67,839	SH	SHARED
EMC Corp	COM	268648102	5,953	349,331	SH	SHARED
EMC Corp	COM	268648102	2,222	130,385	SH	SHARED
EMULEX CORP	COM	292475209	3,047	296,132	SH	SHARED
EMULEX CORP	COM	292475209	1,155	112,279	SH	SHARED
EQT Inc	COM	26884L109	5,565	130,624	SH	SHARED
EQT Inc	COM	26884L109	2,110	49,542	SH	SHARED
Equity Residential Properties	COM	29476L107	8,172	266,178	SH	SHARED
Equity Residential Properties	COM	29476L107	390	12,697	SH	SHARED
Exelon Corporation	COM	30161N101	3,005	60,566	SH	SHARED
Exelon Corporation	COM	30161N101	1,121	22,591	SH	SHARED
Exxon Mobil Corp	COM	30231G102	11,705	170,600	SH	SHARED
Exxon Mobil Corp	COM	30231G102	4,447	64,814	SH	SHARED
Federal Realty Investment Tr	COM	313747206	4,065	66,232	SH	SHARED
Federal Realty Investment Tr	COM	313747206	265	4,320	SH	SHARED
Fedex Corp	COM	31428X106	2,335	31,037	SH	SHARED
Fedex Corp	COM	31428X106	872	11,595	SH	SHARED
FINISAR Corporation	COM	31787A507	1,572	162,436	SH	SHARED
Frontier Communications Corp	COM	35906A108	6,372	845,091	SH	SHARED
Frontier Communications Corp	COM	35906A108	2,447	324,523	SH	SHARED
GAMESTOP CORP-CLASS A	COM	36467W109	4,731	178,747	SH	SHARED
GAMESTOP CORP-CLASS A	COM	36467W109	1,736	65,574	SH	SHARED
General Electric Company	COM	369604103	5,419	330,032	SH	SHARED
General Electric Company	COM	369604103	2,281	138,911	SH	SHARED
Genworth Financial Inc.	COM	37247D106	27,343	2,286,200	SH	SHARED
Goldman Sachs Group Inc	COM	38141G104	5,614	30,454	SH	SHARED
Goldman Sachs Group Inc	COM	38141G104	2,095	11,363	SH	SHARED
HALOZYME THERAPEUTICS INC	COM	40637H109	3,576	502,900	SH	SHARED
HALOZYME THERAPEUTICS INC	COM	40637H109	1,344	188,990	SH	SHARED
HCP Inc	COM	40414L109	7,719	268,565	SH	SHARED
HCP Inc	COM	40414L109	475	16,533	SH	SHARED
Honeywell International Inc	COM	438516106	3,107	83,629	SH	SHARED
Honeywell International Inc	COM	438516106	1,163	31,293	SH	SHARED

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IKanos Communications Inc.	COM	45173E105	176	75,441	SH	SHARED
IKanos Communications Inc.	COM	45173E105	68	29,309	SH	SHARED
Intel Corp	COM	458140100	3,409	174,212	SH	SHARED
Intel Corp	COM	458140100	1,189	60,752	SH	SHARED
Intermec Inc	COM	458786100	3,026	214,580	SH	SHARED
Intermec Inc	COM	458786100	1,185	84,019	SH	SHARED
Ishares	COM	464286699	2,992	196,600	SH	SHARED
Ishares	COM	464286707	3,816	151,200	SH	SHARED
Ishares	COM	464286806	693	31,300	SH	SHARED
Ishares	COM	464286822	1,637	37,550	SH	SHARED
Ishares	COM	464286848	7,841	792,806	SH	SHARED
IShares MSCI EAFE	COM	464287465	23,449	428,838	SH	SHARED
Ishares Tr	COM	464287465	195,806	3,580,940	SH	SHARED
Johnson & Johnson	COM	478160104	2,212	36,327	SH	SHARED
Johnson & Johnson	COM	478160104	833	13,673	SH	SHARED
JP Morgan Chase	COM	46625H100	7,747	176,787	SH	SHARED
JP Morgan Chase	COM	46625H100	2,892	66,004	SH	SHARED
Kimberly-Clark Corp	COM	494368103	2,828	47,946	SH	SHARED
Kimberly-Clark Corp	COM	494368103	1,043	17,692	SH	SHARED
Kimco Realty Corp	COM	49446R109	6,409	491,503	SH	SHARED
Kimco Realty Corp	COM	49446R109	335	25,688	SH	SHARED
Kroger Co	COM	501044101	2,780	134,691	SH	SHARED
Kroger Co	COM	501044101	1,070	51,860	SH	SHARED
Lexington Realty Trust	COM	529043101	5,589	1,095,867	SH	SHARED
Lexington Realty Trust	COM	529043101	2,208	40,873	SH	SHARED
Lockheed Martin Corp	COM	539830109	3,076	39,401	SH	SHARED
Lockheed Martin Corp	COM	539830109	1,201	15,383	SH	SHARED
Lowe's Companies	COM	548661107	2,700	128,963	SH	SHARED
Lowe's Companies	COM	548661107	1,009	48,165	SH	SHARED
Macerich Company	COM	554382101	203	6,700	SH	SHARED
Macerich Company	COM	554382101	3	104	SH	SHARED
Macy's Inc	COM	55616P104	4,265	233,170	SH	SHARED
Macy's Inc	COM	55616P104	1,500	82,002	SH	SHARED
Mattel Inc	COM	577081102	3,612	195,682	SH	SHARED
Mattel Inc	COM	577081102	1,354	73,329	SH	SHARED
Medical Properties Trust Inc	COM	58463J304	8,816	1,128,854	SH	SHARED
Medical Properties Trust Inc	COM	58463J304	328	41,944	SH	SHARED
Merck & Co Inc	COM	589331107	3,199	101,139	SH	SHARED
Merck & Co Inc	COM	589331107	1,195	37,788	SH	SHARED
Microsoft Corp	COM	594918104	3,420	132,977	SH	SHARED
Microsoft Corp	COM	594918104	1,174	45,664	SH	SHARED
Microsoft Corp	COM	61166W101	4,106	53,050	SH	SHARED
Microsoft Corp	COM	61166W101	1,558	20,132	SH	SHARED
Morgan Stanley	COM	617446448	4,500	145,739	SH	SHARED
Morgan Stanley	COM	617446448	1,650	53,423	SH	SHARED
Motorola Inc	COM	620076109	5,971	695,150	SH	SHARED
Motorola Inc	COM	620076109	1,736	202,142	SH	SHARED
MRV Communications Inc	COM	553477100	7,649	8,314,337	SH	SHARED
MRV Communications Inc	COM	553477100	1,084	1,178,210	SH	SHARED
Nationwide Health Pptys Inc	COM	638620104	1,339	43,206	SH	SHARED
Nationwide Health Pptys Inc	COM	638620104	331	10,669	SH	SHARED
New York Community Bancorp	COM	649445103	12,371	1,083,279	SH	SHARED
New York Community Bancorp	COM	649445103	1,524	133,443	SH	SHARED
OCLARO INC	COM	67555N107	1,769	1,607,740	SH	SHARED
OCLARO INC	COM	67555N107	2,724	2,476,696	SH	SHARED
Oclaro Inc	COM	67555N107	4,664	4,400,000	SH	SHARED
OPNEXT	COM	68375V105	5,347	1,850,000	SH	SHARED
OPNEXT INC	COM	68375V105	3,409	1,163,643	SH	SHARED
OPNEXT INC	COM	68375V105	2,322	792,465	SH	SHARED
OVERSTOCK.COM INC	COM	690370101	3,152	214,838	SH	SHARED
OVERSTOCK.COM INC	COM	690370101	1,158	78,945	SH	SHARED
Pepsico Inc	COM	713448108	3,523	60,054	SH	SHARED

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Pepsico Inc	COM	713448108	1,319	22,478	SH	SHARED
Pfizer Inc	COM	717081103	3,414	206,277	SH	SHARED
Pfizer Inc	COM	717081103	1,274	76,955	SH	SHARED
Philip Morris International	COM	718172109	3,030	62,166	SH	SHARED
Philip Morris International	COM	718172109	1,131	23,209	SH	SHARED
Plum Creek Timber Co Common	COM	729251108	6,854	223,699	SH	SHARED
Plum Creek Timber Co Common	COM	729251108	350	11,428	SH	SHARED
Powershares QQQ Nasdaq 100	COM	73935A104	19,236	455,500	SH	SHARED
Procter & Gamble Co	COM	742718109	5,257	90,770	SH	SHARED
Procter & Gamble Co	COM	742718109	1,964	33,908	SH	SHARED
Public Storage	COM	74460D109	12,110	160,947	SH	SHARED
Public Storage	COM	74460D109	535	7,112	SH	SHARED
Raytheon Co	COM	755111507	507	10,574	SH	SHARED
Raytheon Co	COM	755111507	198	4,129	SH	SHARED
Schering-Plough Corp	COM	806605101	5,060	179,113	SH	SHARED
Schering-Plough Corp	COM	806605101	1,561	55,266	SH	SHARED
Schwaab Charles Corp	COM	808513105	3,486	182,036	SH	SHARED
Schwaab Charles Corp	COM	808513105	1,361	71,079	SH	SHARED
Sears Holding Corp	COM	812350106	3,021	46,261	SH	SHARED
Sears Holding Corp	COM	812350106	1,177	18,026	SH	SHARED
Silicon Graphics Int Corp	COM	82706L108	6,113	940,500	SH	SHARED
Silicone Graphics	COM	82706L108	5,845	871,123	SH	SHARED
Silicone Graphics	COM	82706L108	2,268	337,932	SH	SHARED
Simon Property Group Inc	COM	828806109	25,092	361,394	SH	SHARED
Simon Property Group Inc	COM	828806109	857	12,350	SH	SHARED
SL Green Realty Corp	COM	78440X101	1,815	41,388	SH	SHARED
SL Green Realty Corp	COM	78440X101	346	7,898	SH	SHARED
SPDR Trust	COM	78462F103	1,043	9,876	SH	SHARED
SPDR Trust	COM	78462F103	620,171	5,873,383	SH	SHARED
Starwood Property Trust Inc	COM	85571B105	7,070	349,123	SH	SHARED
Starwood Property Trust Inc	COM	85571B105	239	11,805	SH	SHARED
Talisman Energy Inc	COM	87425E103	1,212	69,923	SH	SHARED
Telabs Inc	COM	879664100	5,506	795,627	SH	SHARED
Telabs Inc	COM	879664100	1,330	192,221	SH	SHARED
Time Warner Cable Inc	COM	88732J207	839	19,468	SH	SHARED
Time Warner Cable Inc	COM	88732J207	315	7,300	SH	SHARED
Time Warner Inc	COM	887317303	2,232	77,560	SH	SHARED
Time Warner Inc	COM	887317303	837	29,088	SH	SHARED
Travelers Cos Inc	COM	89417E109	4,473	90,856	SH	SHARED
Travelers Cos Inc	COM	89417E109	1,617	32,851	SH	SHARED
United Technologies Corp	COM	913017109	3,729	61,194	SH	SHARED
United Technologies Corp	COM	913017109	1,395	22,891	SH	SHARED
Unitedhealth Group Inc	COM	91324P102	2,032	81,167	SH	SHARED
Unitedhealth Group Inc	COM	91324P102	761	30,375	SH	SHARED
UnumProvident Corp	COM	91529Y106	3,223	150,305	SH	SHARED
UnumProvident Corp	COM	91529Y106	1,250	58,301	SH	SHARED
Ventas Inc	COM	92276F100	11,962	310,705	SH	SHARED
Ventas Inc	COM	92276F100	539	14,001	SH	SHARED
Verizon Communications Inc	COM	92343V104	4,767	157,495	SH	SHARED
Verizon Communications Inc	COM	92343V104	1,300	42,959	SH	SHARED
Viacom Inc-class B	COM	92553P201	2,779	99,121	SH	SHARED
Viacom Inc-class B	COM	92553P201	1,038	37,027	SH	SHARED
Vicor Corp	COM	925815102	2,611	338,256	SH	SHARED
Vicor Corp	COM	925815102	1,017	131,731	SH	SHARED
Vicor Corp	COM	925815102	4,273	579,783	SH	SHARED
VMWARE INC-CLASS A	COM	928563402	3,870	96,351	SH	SHARED
VMWARE INC-CLASS A	COM	928563402	1,423	35,429	SH	SHARED
Vornado Realty Trust	COM	929042109	16,488	255,989	SH	SHARED
Vornado Realty Trust	COM	929042109	530	8,224	SH	SHARED
Wal-Mart Stores Inc	COM	931142103	3,685	75,073	SH	SHARED
Wal-Mart Stores Inc	COM	931142103	1,376	28,028	SH	SHARED
Wells Fargo & Co	COM	949746101	6,278	222,784	SH	SHARED

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Wells Fargo & Co	COM	949746101	2,335	82,868	SH	SHARED
Weyerhaeuser Co	COM	962166104	9,189	250,713	SH	SHARED
Weyerhaeuser Co	COM	962166104	469	12,809	SH	SHARED
Williams Cos Inc	COM	969457100	6,683	374,000	SH	SHARED
Wyeth	COM	983024100	3,985	82,033	SH	SHARED
Wyeth	COM	983024100	1,115	22,949	SH	SHARED
			1,615,331	69,573,381		