

SUN LIFE FINANCIAL INC

Form 3

October 14, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Sun Life Assurance CO of Canada

(Last) (First) (Middle)

150 KING STREET WEST, A

(Street)

TORONTO, A A6 A M5H 1J9

(City) (State) (Zip)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 10/07/2010

3. Issuer Name and Ticker or Trading Symbol
 TORTOISE MLP FUND, INC. [NTG]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer ___ Other
 (give title below) (specify below)

5. 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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|
| \$12,000,000 2.48% Senior Notes Series A due Dec. 15, 2013 | \$ 6,667,000 | D | A |
| \$112,000,000 4.29% Senior Notes Series D due Dec. 15, 2020 | \$ 8,666,358 | D | A |
| \$112,000,000 4.29% Senior Notes Series D due Dec. 15, 2020 | \$ 666,642 | D ⁽¹⁾ | A |
| \$12,000,000 2.48% Senior Notes Series A due Dec. 15, 2013 | \$ 6,667,000 | I | See Below. |
| \$112,000,000 4.29% Senior Notes Series D due Dec. 15, 2020 | \$ 8,666,358 | I | See Below. |
| \$112,000,000 4.29% Senior Notes Series D due Dec. 15, 2020 | \$ 666,642 | I | See Below. |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | 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 10/14/2010

__Signature of Reporting Person Date

/a/ Ann King, Authorized Signer for Sun Life Assurance Company of Canada and Sun Life Insurance and Annuity Company of New York 10/14/2010

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 & Annuity CO of New York, an affiliate of Sun Life Assurance CO of Canada.

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Remarks:

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.