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SUN LIFE FINANCIAL INC
Form 13F-HR/A
November 13, 2008

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

Report for the Calendar Year or Quarter Ended: September 30, 2008

Check here if Amendment ; Amendment Number: 1
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: J.M.A. Anderson
Title: Executive Vice-President and Chief Investment Officer
Phone: 416-979-6217

Signature, Place, and Date of Signing:

/s/ J.M.A. Anderson	Toronto, Ontario,	November 13, 2008
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[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 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: 214
 Form 13F Information Table Value Total: US\$1,678,307 (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, 2008

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
3M Corporation	COM	88579Y101	3,026	44,293	SH	SHARED
3M Corporation	COM	88579Y101	1,132	16,577	SH	SHARED
Abbott Laboratories	COM	002824100	3,793	65,874	SH	SHARED
Abbott Laboratories	COM	002824100	1,400	24,310	SH	SHARED
Acme Packet Inc	COM	004764106	11,517	2,007,815	SH	SHARED
Acme Packet Inc	COM	004764106	1,783	311,097	SH	SHARED
AERCAP HOLDINGS NV	COM	N00985106	1,841	173,518	SH	SHARED
AERCAP HOLDINGS NV	COM	N00985106	692	65,176	SH	SHARED
Alexandria Real Estate Equit	COM	015271109	15,080	134,045	SH	SHARED
Alexandria Real Estate Equit	COM	015271109	759	6,745	SH	SHARED
Allstate Corp	COM	020002101	3,006	65,172	SH	SHARED
Allstate Corp	COM	020002101	1,120	24,275	SH	SHARED
Altria Group Inc	COM	02209S103	1,233	62,166	SH	SHARED
Altria Group Inc	COM	02209S103	460	23,209	SH	SHARED
American Express Co	COM	025816109	3,407	96,148	SH	SHARED
American Express Co	COM	025816109	1,286	36,294	SH	SHARED
Amgen Inc	COM	031162100	4,096	69,102	SH	SHARED
Amgen Inc	COM	031162100	1,530	25,808	SH	SHARED
Analog Devices Inc	COM	032654105	2,954	112,096	SH	SHARED
Analog Devices Inc	COM	032654105	1,103	41,867	SH	SHARED
AT&T Inc	COM	00206R102	5,674	203,223	SH	SHARED
AT&T Inc	COM	00206R102	2,122	75,986	SH	SHARED
AvalonBay Communities Inc	COM	053484101	8,214	83,461	SH	SHARED
AvalonBay Communities Inc	COM	053484101	420	4,265	SH	SHARED
Bank of America Corp	COM	060505104	8,797	251,338	SH	SHARED
Bank of America Corp	COM	060505104	3,273	93,514	SH	SHARED
Best Buy Company Inc	COM	086516101	3,336	88,961	SH	SHARED
Best Buy Company Inc	COM	086516101	1,246	33,228	SH	SHARED
Biogen Idec Inc	COM	09062X103	3,410	67,805	SH	SHARED
Biogen Idec Inc	COM	09062X103	1,295	25,752	SH	SHARED
Boeing Company	COM	097023105	2,805	48,911	SH	SHARED
Boeing Company	COM	097023105	1,049	18,297	SH	SHARED

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Bookham Inc	COM	09856E105	6,657	6,007,740	SH	SHARED
Bookham Inc	COM	09856E105	705	623,846	SH	SHARED
Boston Scientific Corp	COM	101137107	18,244	1,488,352	SH	SHARED
Boston Scientific Corp	COM	101137107	2,704	220,396	SH	SHARED
BP Amoco Plc	COM	055622104	5,684	113,297	SH	SHARED
BP Amoco Plc	COM	055622104	2,152	42,892	SH	SHARED
BRE Properties Inc	COM	05564E106	3,617	73,816	SH	SHARED
BRE Properties Inc	COM	05564E106	478	9,765	SH	SHARED
Bristol-Myers Squibb	COM	110122108	2,889	138,544	SH	SHARED
Bristol-Myers Squibb	COM	110122108	1,081	51,847	SH	SHARED
BROADCOM CORP-CL A	COM	111320107	2,185	117,269	SH	SHARED
BROADCOM CORP-CL A	COM	111320107	819	43,949	SH	SHARED
Brocade Communications Sys	COM	111621306	5,966	1,025,093	SH	SHARED
Brocade Communications Sys	COM	111621306	2,315	397,763	SH	SHARED
Chevron Corporation	COM	166764100	13,783	167,102	SH	SHARED
Chevron Corporation	COM	166764100	5,180	62,803	SH	SHARED
Ciena Corp	COM	171779309	3,801	377,079	SH	SHARED
Ciena Corp	COM	171779309	1,460	144,799	SH	SHARED
Coca-Cola Company	COM	191216100	4,126	78,022	SH	SHARED
Coca-Cola Company	COM	191216100	1,541	29,148	SH	SHARED
Concurrent Computer Corp	COM	206710402	1,419	244,716	SH	SHARED
Concurrent Computer Corp	COM	206710402	560	96,569	SH	SHARED
ConocoPhillips	COM	20825C104	4,364	59,580	SH	SHARED
ConocoPhillips	COM	20825C104	1,636	22,328	SH	SHARED
Cosi Inc	COM	22122P101	1,578	800,817	SH	SHARED
Cosi Inc	COM	22122P101	611	309,909	SH	SHARED
CVS Caremark Corporation	COM	126650100	4,365	129,674	SH	SHARED
CVS Caremark Corporation	COM	126650100	1,630	48,440	SH	SHARED
Developers Diversified Realty	COM	251591103	967	30,514	SH	SHARED
Developers Diversified Realty	COM	251591103	213	6,724	SH	SHARED
Dominion Resources Inc	COM	25746U109	3,782	88,398	SH	SHARED
Dominion Resources Inc	COM	25746U109	1,412	32,998	SH	SHARED
DOMTAR CORP	COM	257559104	2,318	503,941	SH	SHARED
DOMTAR CORP	COM	257559104	900	195,647	SH	SHARED
Douglas Emmett Inc-w/i	COM	25960P109	780	33,822	SH	SHARED
Douglas Emmett Inc-w/i	COM	25960P109	111	4,803	SH	SHARED
Dow Chemical Company	COM	260543103	2,913	91,664	SH	SHARED
Dow Chemical Company	COM	260543103	1,090	34,303	SH	SHARED
Dupont (EI) Nemours and Co	COM	263534109	3,538	87,799	SH	SHARED
Dupont (EI) Nemours and Co	COM	263534109	1,322	32,801	SH	SHARED
Eastgroup Properties	COM	277276101	6,876	141,655	SH	SHARED
Eastgroup Properties	COM	277276101	502	10,341	SH	SHARED
Eastman Kodak Co	COM	277461109	13,283	864,723	SH	SHARED
Eastman Kodak Co	COM	277461109	2,744	178,445	SH	SHARED
EMC Corporation	COM	268648102	4,186	350,000	SH	SHARED
Equitable Resources Inc	COM	294549100	4,791	130,624	SH	SHARED
Equitable Resources Inc	COM	294549100	1,817	49,542	SH	SHARED
Equity Residential Properties	COM	29476L107	10,521	236,911	SH	SHARED
Equity Residential Properties	COM	29476L107	439	9,889	SH	SHARED
Exelon Corporation	COM	30161N101	3,793	60,566	SH	SHARED
Exelon Corporation	COM	30161N101	1,415	22,591	SH	SHARED
Exxon Mobil Corp	COM	30231G102	15,886	204,564	SH	SHARED
Exxon Mobil Corp	COM	30231G102	5,917	76,194	SH	SHARED
Fedex Corp	COM	31428X106	2,453	31,037	SH	SHARED
Fedex Corp	COM	31428X106	916	11,595	SH	SHARED
FINISAR Corporation	COM	31787A101	1,299	1,299,487	SH	SHARED
General Electric Company	COM	369604103	7,727	303,037	SH	SHARED
General Electric Company	COM	369604103	2,890	113,314	SH	SHARED
General Growth Properties	COM	370021107	4,475	296,338	SH	SHARED
General Growth Properties	COM	370021107	313	20,760	SH	SHARED
Genworth Financial Inc.	COM	37247D106	19,684	2,286,200	SH	SHARED
Goldman Sachs Group Inc	COM	38141G104	3,898	30,454	SH	SHARED

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Goldman Sachs Group Inc	COM	38141G104	1,454	11,363	SH	SHARED
HCP Inc	COM	40414L109	1,131	28,178	SH	SHARED
HCP Inc	COM	40414L109	167	4,167	SH	SHARED
Highwoods Properties Inc	COM	431284108	7,866	221,215	SH	SHARED
Highwoods Properties Inc	COM	431284108	593	16,680	SH	SHARED
Honeywell International Inc	COM	438516106	3,475	83,629	SH	SHARED
Honeywell International Inc	COM	438516106	1,300	31,293	SH	SHARED
INSULET CORP	COM	45784P101	3,531	253,657	SH	SHARED
INSULET CORP	COM	45784P101	1,347	96,760	SH	SHARED
International Paper Co	COM	460146103	3,242	123,846	SH	SHARED
International Paper Co	COM	460146103	1,219	46,564	SH	SHARED
Ishares	MSCI UTD KINGD	464286699	12,286	737,884	SH	SHARED
Ishares	MSCI FRANCE	464286707	3,135	117,200	SH	SHARED
Ishares	MSCI GERMANY	464286806	601	25,300	SH	SHARED
Ishares	MSCI MEXICO	464286822	1,232	26,400	SH	SHARED
Ishares	MSCI JAPAN	464286848	7,331	687,706	SH	SHARED
IShares MSCI EAFE	IDX	464287465	24,144	428,838	SH	SHARED
Ishares Tr	COM	464287465	177,752	3,157,225	SH	SHARED
Johnson & Johnson	COM	478160104	6,305	91,014	SH	SHARED
Johnson & Johnson	COM	478160104	2,356	34,004	SH	SHARED
JP Morgan Chase	COM	46625H100	8,256	176,787	SH	SHARED
JP Morgan Chase	COM	46625H100	3,082	66,004	SH	SHARED
Kimberly-Clark Corp	COM	494368103	3,932	60,642	SH	SHARED
Kimberly-Clark Corp	COM	494368103	1,468	22,636	SH	SHARED
Kimco Realty Corp	COM	49446R109	15,158	410,338	SH	SHARED
Kimco Realty Corp	COM	49446R109	726	19,644	SH	SHARED
Lexington Realty Trust	COM	529043101	10,518	610,785	SH	SHARED
Lexington Realty Trust	COM	529043101	601	34,904	SH	SHARED
Lincoln National Corp	COM	534187109	2,463	57,528	SH	SHARED
Lincoln National Corp	COM	534187109	922	21,547	SH	SHARED
Lowe's Companies	COM	548661107	3,055	128,963	SH	SHARED
Lowe's Companies	COM	548661107	1,141	48,165	SH	SHARED
Macerich Company	COM	554382101	10,833	170,190	SH	SHARED
Macerich Company	COM	554382101	591	9,278	SH	SHARED
Macy's Inc	COM	55616P104	3,943	219,306	SH	SHARED
Macy's Inc	COM	55616P104	1,474	82,002	SH	SHARED
Marvell Technology Group	COM	G5876H105	14,441	1,553,794	SH	SHARED
Marvell Technology Group	COM	G5876H105	2,277	244,825	SH	SHARED
Mattel Inc	COM	577081102	3,530	195,682	SH	SHARED
Mattel Inc	COM	577081102	1,323	73,329	SH	SHARED
Medical Properties Trust Inc	COM	58463J304	16,297	1,435,839	SH	SHARED
Medical Properties Trust Inc	COM	58463J304	781	68,851	SH	SHARED
Merck & Co Inc	COM	589331107	7,450	236,139	SH	SHARED
Merck & Co Inc	COM	589331107	1,193	37,788	SH	SHARED
Merge Healthcare Inc	COM	589499102	1,038	1,028,171	SH	SHARED
Merge Healthcare Inc	COM	589499102	422	417,494	SH	SHARED
Merrill Lynch & Co Inc	COM	590188108	1,438	56,843	SH	SHARED
Merrill Lynch & Co Inc	COM	590188108	529	20,928	SH	SHARED
Mrv Communications Inc	COM	553477100	9,674	8,314,337	SH	SHARED
Mrv Communications Inc	COM	553477100	1,379	1,178,210	SH	SHARED
Nationwide Health Pptys Inc	COM	638620104	1,359	37,783	SH	SHARED
Nationwide Health Pptys Inc	COM	638620104	299	8,310	SH	SHARED
OPNEXT INC	COM	68375V105	10,705	2,328,250	SH	SHARED
OPNEXT INC	COM	68375V105	1,959	426,754	SH	SHARED
Penn Real Estate Investment Tr	COM	709102107	6,951	368,738	SH	SHARED
Penn Real Estate Investment Tr	COM	709102107	285	15,110	SH	SHARED
Pepsico Inc	COM	713448108	4,280	60,054	SH	SHARED
Pepsico Inc	COM	713448108	1,602	22,478	SH	SHARED
Pfizer Inc	COM	717081103	3,804	206,277	SH	SHARED
Pfizer Inc	COM	717081103	1,419	76,955	SH	SHARED
Philip Morris International	COM	718172109	2,990	62,166	SH	SHARED
Philip Morris International	COM	718172109	1,116	23,209	SH	SHARED

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Plum Creek Timber Co Common	COM	729251108	14,026	281,306	SH	SHARED
Plum Creek Timber Co Common	COM	729251108	695	13,938	SH	SHARED
Powershares QQQ Nasdaq 100	COM	73935A104	16,896	432,000	SH	SHARED
Principal Financial Group	COM	74251V102	2,896	66,592	SH	SHARED
Principal Financial Group	COM	74251V102	1,095	25,169	SH	SHARED
Procter & Gamble Co	COM	742718109	6,326	90,770	SH	SHARED
Procter & Gamble Co	COM	742718109	2,363	33,908	SH	SHARED
Prologis	COM	743410102	13,176	319,260	SH	SHARED
Prologis	COM	743410102	632	15,302	SH	SHARED
Public Storage	COM	74460D109	4,067	41,078	SH	SHARED
Public Storage	COM	74460D109	549	5,540	SH	SHARED
Qwest Communications Intl Inc	COM	749121109	3,670	1,136,196	SH	SHARED
Qwest Communications Intl Inc	COM	749121109	1,400	433,413	SH	SHARED
Rackable Systems Inc	COM	750077109	17,772	1,811,623	SH	SHARED
Rackable Systems Inc	COM	750077109	3,315	337,932	SH	SHARED
Regency Centers Corp	COM	758849103	7,438	111,538	SH	SHARED
Regency Centers Corp	COM	758849103	444	6,664	SH	SHARED
Schering-Plough Corp	COM	806605101	5,356	289,998	SH	SHARED
Schering-Plough Corp	COM	806605101	2,082	112,703	SH	SHARED
Simon Property Group Inc	COM	828806109	21,017	216,671	SH	SHARED
Simon Property Group Inc	COM	828806109	1,106	11,403	SH	SHARED
SL Green Realty Corp	COM	78440X101	10,031	154,795	SH	SHARED
SL Green Realty Corp	COM	78440X101	747	11,528	SH	SHARED
SPDR Trust	COM	78462F103	661,445	5,702,600	SH	SHARED
SPDR Trust	COM	78462F103	725	6,251	SH	SHARED
Sprint Nextel Corp	COM	852061100	2,940	481,935	SH	SHARED
Sprint Nextel Corp	COM	852061100	481	78,813	SH	SHARED
Telabs Inc	COM	879664100	4,033	993,462	SH	SHARED
Telabs Inc	COM	879664100	1,565	385,489	SH	SHARED
TERRESTAR CORP	COM	881451108	271	270,679	SH	SHARED
Time Warner Inc	COM	887317105	3,050	232,682	SH	SHARED
Time Warner Inc	COM	887317105	1,144	87,270	SH	SHARED
United Technologies Corp	COM	913017109	3,675	61,194	SH	SHARED
United Technologies Corp	COM	913017109	1,375	22,891	SH	SHARED
Unitedhealth Group Inc	COM	91324P102	2,061	81,167	SH	SHARED
Unitedhealth Group Inc	COM	91324P102	771	30,375	SH	SHARED
Ventas Inc	COM	92276F100	9,615	194,559	SH	SHARED
Ventas Inc	COM	92276F100	633	12,818	SH	SHARED
Verso Paper Corp	COM	92531L108	920	353,958	SH	SHARED
Viacom Inc-class B	COM	92553P201	2,462	99,121	SH	SHARED
Viacom Inc-class B	COM	92553P201	920	37,027	SH	SHARED
Vicor Corp	COM	925815102	8,158	918,039	SH	SHARED
Vicor Corp	COM	925815102	1,170	131,731	SH	SHARED
Vornado Realty Trust	COM	929042109	15,465	170,039	SH	SHARED
Vornado Realty Trust	COM	929042109	637	7,003	SH	SHARED
Wachovia Corp	COM	929903102	623	177,931	SH	SHARED
Wachovia Corp	COM	929903102	234	66,801	SH	SHARED
Wal-Mart Stores Inc	COM	931142103	4,496	75,073	SH	SHARED
Wal-Mart Stores Inc	COM	931142103	1,679	28,028	SH	SHARED
Wellpoint Inc	COM	94973V107	2,235	47,786	SH	SHARED
Wellpoint Inc	COM	94973V107	835	17,853	SH	SHARED
Wells Fargo & Co	COM	949746101	8,361	222,784	SH	SHARED
Wells Fargo & Co	COM	949746101	3,110	82,868	SH	SHARED
Weyerhaeuser Co	COM	962166104	15,478	255,489	SH	SHARED
Weyerhaeuser Co	COM	962166104	885	14,612	SH	SHARED
Williams Cos Inc	COM	969457100	8,845	374,000	SH	SHARED
Wyeth	COM	983024100	3,030	82,033	SH	SHARED
Wyeth	COM	983024100	1,132	30,639	SH	SHARED
			1,678,307	69,851,847		
		Canada	974,591	31,665,123		
		U.S.	703,716	38,186,724		

1,678,307 69,851,847