

SUN LIFE FINANCIAL INC
 Form 4
 October 29, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/07/2010

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

150 KING STREET WEST,

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TORONTO, A6 M5H 1J9

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| 2.48% Senior Notes Series A due Dec. 15, 2013 | 10/28/2010 | | P | | 3,333,000 | A | \$ 3,333,000 |
| | | | | | | | \$ 10,000,000 |
| 4.29% Senior Notes Series | 10/28/2010 | | P | | 4,333,642 | A | \$ 4,333,642 |
| | | | | | | | \$ 13,000,000 |

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| | | | | | | | | |
|--|------------|---|-----------|---|--------------|---------------|------------------|---------------|
| 4.29% Senior Notes Series D due Dec. 15, 2020 | 10/28/2010 | P | 333,358 | A | \$ 333,358 | \$ 1,000,000 | D ⁽¹⁾ | |
| 2.48% Senior Notes Series A due Dec. 15, 2013 | 10/28/2010 | P | 3,333,000 | A | \$ 3,333,000 | \$ 10,000,000 | I | See Below. |
| 4.29% Senior Notes Series D due Dec. 15, 2020 | 10/28/2010 | P | 4,333,642 | A | \$ 4,333,642 | \$ 13,000,000 | I | See Below. |
| 4.29% Senior Notes Series D due Dec. 15, 2020 | 10/28/2010 | P | 333,358 | A | \$ 333,358 | \$ 1,000,000 | I | See Below. |

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | Security Beneficial Ownership (Instr. 5) |
|---------------------|--|----------------------|-----------------|---|------------------|--|---------------------|--|
|---------------------|--|----------------------|-----------------|---|------------------|--|---------------------|--|

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 10/29/2010

__Signature of Reporting Person Date

/s/ Ann King, Authorized Signer for Sun Life Assurance Company of Canada and Sun Life Insurance and Annuity Company of New York 10/29/2010

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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 and Annuity Co of New York, an affiliate of Sun Life Assurance CO of Canada.

Remarks:

Sun Life Financial Inc. (a) owns 100% of the outstanding shares of common stock of Sun Life Assurance Company of Canada
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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