

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 ___X___ 10% Owner
 ___ Officer (give title below) ___ 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
 X 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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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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