

SUN LIFE FINANCIAL INC  
Form 3  
March 08, 2011

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Sun Life Assurance CO of Canada</p> <p>(Last) (First) (Middle)</p> <p>150 KING STREET WEST,Â</p> <p>(Street)</p> <p>TORONTO,Â A6Â M5H 1J9</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/03/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>KAYNE ANDERSON MIDSTREAM/ENERGY FUND, INC. [KMF]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director    <input checked="" type="checkbox"/> 10% Owner          ___ Officer    ___ Other          (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person  <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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)
Series A Mandatory Redeemable Preferred Shares	560,000	D	Â
Series A Mandatory Redeemable Preferred Shares	600,000	I	See below.
Series A Mandatory Redeemable Preferred Shares	40,000	D <sup>(1)</sup>	Â

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)**

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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 FINANCIAL INC SUN LIFE ASSURANCE CO OF CANADA 150 KING STREET WEST SUITE 1400 TORONTO, A6	^	^ X	^	^
SUN LIFE ASSURANCE CO OF CANADA US ONE SUN LIFE EXECUTIVE PARK, SC 2335 WELLESLEY HILLS, MA 02481	^	^ 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 Assurance Company of Canada (U.S.) 03/08/2011

\_\_Signature of Reporting Person Date

/s/ Ann King, Assistant Vice President and Senior Counsel 03/08/2011

\_\_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 Assurance Company of Canada (U.S.), an affiliate of Sun Life Assurance Company of Canada.

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### Remarks:

Sun Life Financial Inc. owns 100% of the outstanding shares of common stock of Sun Life Assur

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.