

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)

|   |  |   |  |  |   |
|---|--|---|--|--|---|
| 1. Name and Address of Reporting Person *<br>Sun Life Assurance CO of Canada<br>(Last) (First) (Middle)<br>150 KING STREET WEST,<br>(Street)<br>TORONTO, A6 M5H 1J9<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>03/03/2011 | 3. Issuer Name and Ticker or Trading Symbol<br>KAYNE ANDERSON MIDSTREAM/ENERGY FUND, INC. [KMF] | 4. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|--|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)             | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| Series A Mandatory Redeemable Preferred Shares | 560,000  | D   | ^  |
| Series A Mandatory Redeemable Preferred Shares | 600,000  | I   | See below.   |
| Series A Mandatory Redeemable Preferred Shares | 40,000   | D <sup>(1)</sup>  | ^  |

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

SEC 1473 (7-02)

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

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

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

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Sun Life Assurance CO of Canada<br>150 KING STREET WEST<br>TORONTO, A6 M5H 1J9                              | ^             | ^ X       | ^       | ^     |
| SUN LIFE FINANCIAL INC<br>SUN LIFE ASSURANCE CO OF CANADA<br>150 KING STREET WEST SUITE 1400<br>TORONTO, A6 | ^             | ^ X       | ^       | ^     |
| SUN LIFE ASSURANCE CO OF CANADA US<br>ONE SUN LIFE EXECUTIVE PARK, SC 2335<br>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.