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SUN LIFE FINANCIAL INC  
Form 13F-HR  
August 13, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2009  
-----

Check Here if Amendment / /; Amendment Number: -----

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  
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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:     Pawan Khemraj  
-----  
Title:    Director, Investment Analysis  
-----  
Phone:    416-979-6192  
-----

Signature, Place, and Date of Signing:

    /s/ Pawan Khemraj                                     Toronto, Ontario    August 13, 2009  
    -----  
   [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.)

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// 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

/X/ 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           |
| -----                | -----         |

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2  
 -----

Form 13F Information Table Entry Total: 213  
 -----

Form 13F Information Table Value Total: US \$1,589,304  
 -----  
 (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.

|           |                      |                                      |
|-----------|----------------------|--------------------------------------|
| No.       | Form 13F File Number | Name                                 |
| 028-12046 | 1                    | Sun Capital Advisers LLC.            |
| -----     | -----                | -----                                |
| 028-12047 | 2                    | Sun Life Assurance Company of Canada |
| -----     | -----                | -----                                |

FORM 13F INFORMATION TABLE

|                |                |          |                 |                 |                   |                       |
|----------------|----------------|----------|-----------------|-----------------|-------------------|-----------------------|
| 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/ PRN CALL | INVESTMENT DISCRETION |
| -----          | -----          | -----    | -----           | -----           | -----             | -----                 |

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|                              |     |           |         |           |    |        |
|------------------------------|-----|-----------|---------|-----------|----|--------|
| 3M Corporation               | COM | 88579Y101 | 2,662   | 44,293    | SH | SHARED |
| 3M Corporation               | COM | 88579Y101 | 996     | 16,577    | SH | SHARED |
| Acme Packet Inc              | COM | 004764106 | 19,540  | 1,929,715 | SH | SHARED |
| Acme Packet Inc              | COM | 004764106 | 3,148   | 311,097   | SH | SHARED |
| AERCAP HOLDINGS NV           | COM | N00985106 | 1,214   | 168,096   | SH | SHARED |
| AERCAP HOLDINGS NV           | COM | N00985106 | 471     | 65,176    | SH | SHARED |
| Alexandria Real Estate Equit | COM | 015271109 | 3,553   | 99,278    | SH | SHARED |
| Alexandria Real Estate Equit | COM | 015271109 | 202     | 5,643     | SH | SHARED |
| Altria Group Inc             | COM | 02209S103 | 1,019   | 62,166    | SH | SHARED |
| Altria Group Inc             | COM | 02209S103 | 380     | 23,209    | SH | SHARED |
| Amgen Inc                    | COM | 031162100 | 3,658   | 69,102    | SH | SHARED |
| Amgen Inc                    | COM | 031162100 | 1,366   | 25,808    | SH | SHARED |
| AT&T Inc                     | COM | 00206R102 | 5,048   | 203,223   | SH | SHARED |
| AT&T Inc                     | COM | 00206R102 | 1,887   | 75,986    | SH | SHARED |
| AvalonBay Communities Inc    | COM | 053484101 | 5,694   | 101,784   | SH | SHARED |
| AvalonBay Communities Inc    | COM | 053484101 | 305     | 5,461     | SH | SHARED |
| Bank of America Corp         | COM | 060505104 | 3,963   | 300,194   | SH | SHARED |
| Bank of America Corp         | COM | 060505104 | 1,472   | 111,501   | SH | SHARED |
| Bank of Nova Scotia          | COM | 064149107 | 234,139 | 6,236,867 | SH | SHARED |
| BE AEROSPACE INC             | COM | 073302101 | 4,483   | 312,170   | SH | SHARED |
| Best Buy Company Inc         | COM | 086516101 | 3,258   | 97,277    | SH | SHARED |
| Best Buy Company Inc         | COM | 086516101 | 1,113   | 33,228    | SH | SHARED |
| Biogen Idec Inc              | COM | 09062X103 | 3,693   | 81,784    | SH | SHARED |
| Biogen Idec Inc              | COM | 09062X103 | 1,344   | 29,757    | SH | SHARED |
| BIOMED REALTY TRUST INC      | COM | 09063H107 | 5,216   | 509,899   | SH | SHARED |
| BIOMED REALTY TRUST INC      | COM | 09063H107 | 124     | 12,117    | SH | SHARED |
| Boeing Company               | COM | 097023105 | 2,079   | 48,911    | SH | SHARED |
| Boeing Company               | COM | 097023105 | 778     | 18,297    | SH | SHARED |
| Boston Properties Inc        | COM | 101121101 | 11,691  | 245,094   | SH | SHARED |
| Boston Properties Inc        | COM | 101121101 | 347     | 7,285     | SH | SHARED |
| Boston Scientific Corp       | COM | 101137107 | 17,264  | 1,702,598 | SH | SHARED |
| Boston Scientific Corp       | COM | 101137107 | 2,861   | 282,150   | SH | SHARED |
| BP Amoco Plc                 | COM | 055622104 | 5,402   | 113,297   | SH | SHARED |
| BP Amoco Plc                 | COM | 055622104 | 2,045   | 42,892    | SH | SHARED |
| BRE Properties Inc           | COM | 05564E106 | 305     | 12,843    | SH | SHARED |
| BRE Properties Inc           | COM | 05564E106 | 78      | 3,272     | SH | SHARED |
| Bristol-Myers Squibb         | COM | 110122108 | 2,814   | 138,544   | SH | SHARED |
| Bristol-Myers Squibb         | COM | 110122108 | 1,053   | 51,847    | SH | SHARED |
| BROADCOM CORP-CL A           | COM | 111320107 | 2,907   | 117,269   | SH | SHARED |
| BROADCOM CORP-CL A           | COM | 111320107 | 1,089   | 43,949    | SH | SHARED |
| Chevron Corporation          | COM | 166764100 | 11,071  | 167,102   | SH | SHARED |
| Chevron Corporation          | COM | 166764100 | 4,161   | 62,803    | SH | SHARED |
| Ciena Corp                   | COM | 171779309 | 3,752   | 362,560   | SH | SHARED |
| Ciena Corp                   | COM | 171779309 | 1,499   | 144,799   | SH | SHARED |
| Citigroup Inc                | COM | 172967101 | 1,433   | 482,334   | SH | SHARED |
| Citigroup Inc                | COM | 172967101 | 520     | 174,978   | SH | SHARED |
| Coca-Cola Company            | COM | 191216100 | 3,744   | 78,022    | SH | SHARED |
| Coca-Cola Company            | COM | 191216100 | 1,399   | 29,148    | SH | SHARED |
| Concurrent Computer Corp     | COM | 206710402 | 0       | 1         | SH | SHARED |
| Concurrent Computer Corp     | COM | 206710402 | 0       | 2         | SH | SHARED |
| ConocoPhillips               | COM | 20825C104 | 2,506   | 59,580    | SH | SHARED |
| ConocoPhillips               | COM | 20825C104 | 939     | 22,328    | SH | SHARED |
| Conseco Inc                  | COM | 208464883 | 2,219   | 936,206   | SH | SHARED |
| Conseco Inc                  | COM | 208464883 | 827     | 349,123   | SH | SHARED |
| Cosi Inc                     | COM | 22122P101 | 505     | 800,817   | SH | SHARED |
| Cosi Inc                     | COM | 22122P101 | 195     | 309,909   | SH | SHARED |
| CVS Caremark Corporation     | COM | 126650100 | 4,133   | 129,674   | SH | SHARED |
| CVS Caremark Corporation     | COM | 126650100 | 1,544   | 48,440    | SH | SHARED |
| DICK'S SPORTING GOODS INC    | COM | 253393102 | 1,358   | 78,928    | SH | SHARED |
| DIGITAL REALTY TRUST INC     | COM | 253868103 | 7,472   | 208,423   | SH | SHARED |
| DIGITAL REALTY TRUST INC     | COM | 253868103 | 326     | 9,106     | SH | SHARED |
| Dominion Resources Inc       | COM | 25746U109 | 2,954   | 88,398    | SH | SHARED |

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|                               |     |           |         |           |    |        |
|-------------------------------|-----|-----------|---------|-----------|----|--------|
| Dominion Resources Inc        | COM | 25746U109 | 1,103   | 32,998    | SH | SHARED |
| Douglas Emmett Inc-w/i        | COM | 25960P109 | 6,282   | 698,809   | SH | SHARED |
| Douglas Emmett Inc-w/i        | COM | 25960P109 | 284     | 31,634    | SH | SHARED |
| Dupont (EI) Nemours and Co    | COM | 263534109 | 2,249   | 87,799    | SH | SHARED |
| Dupont (EI) Nemours and Co    | COM | 263534109 | 840     | 32,801    | SH | SHARED |
| Eastgroup Properties          | COM | 277276101 | 2,256   | 68,332    | SH | SHARED |
| Eastgroup Properties          | COM | 277276101 | 239     | 7,234     | SH | SHARED |
| EMC Corp                      | COM | 268648102 | 4,576   | 349,331   | SH | SHARED |
| EMC Corp                      | COM | 268648102 | 1,708   | 130,385   | SH | SHARED |
| EQT Inc                       | COM | 26884L109 | 4,560   | 130,624   | SH | SHARED |
| EQT Inc                       | COM | 26884L109 | 1,730   | 49,542    | SH | SHARED |
| Equity Residential Properties | COM | 29476L107 | 6,479   | 291,446   | SH | SHARED |
| Equity Residential Properties | COM | 29476L107 | 275     | 12,354    | SH | SHARED |
| Exelon Corporation            | COM | 30161N101 | 3,102   | 60,566    | SH | SHARED |
| Exelon Corporation            | COM | 30161N101 | 1,157   | 22,591    | SH | SHARED |
| Exxon Mobil Corp              | COM | 30231G102 | 14,301  | 204,564   | SH | SHARED |
| Exxon Mobil Corp              | COM | 30231G102 | 5,327   | 76,194    | SH | SHARED |
| Federal Realty Investment Tr  | COM | 313747206 | 8,225   | 159,643   | SH | SHARED |
| Federal Realty Investment Tr  | COM | 313747206 | 370     | 7,175     | SH | SHARED |
| Fedex Corp                    | COM | 31428X106 | 1,726   | 31,037    | SH | SHARED |
| Fedex Corp                    | COM | 31428X106 | 645     | 11,595    | SH | SHARED |
| FINISAR Corporation           | COM | 31787A101 | 705     | 1,299,487 | SH | SHARED |
| Frontier Communications Corp  | COM | 35906A108 | 2,539   | 355,580   | SH | SHARED |
| Frontier Communications Corp  | COM | 35906A108 | 920     | 128,901   | SH | SHARED |
| GAMESTOP CORP-CLASS A         | COM | 36467W109 | 3,934   | 178,747   | SH | SHARED |
| GAMESTOP CORP-CLASS A         | COM | 36467W109 | 1,443   | 65,574    | SH | SHARED |
| General Electric Company      | COM | 369604103 | 3,868   | 330,032   | SH | SHARED |
| General Electric Company      | COM | 369604103 | 1,628   | 138,911   | SH | SHARED |
| Genworth Financial Inc.       | COM | 37247D106 | 15,981  | 2,286,200 | SH | SHARED |
| Goldman Sachs Group Inc       | COM | 38141G104 | 4,490   | 30,454    | SH | SHARED |
| Goldman Sachs Group Inc       | COM | 38141G104 | 1,675   | 11,363    | SH | SHARED |
| HALOZYME THERAPEUTICS INC     | COM | 40637H109 | 3,510   | 502,900   | SH | SHARED |
| HALOZYME THERAPEUTICS INC     | COM | 40637H109 | 1,319   | 188,990   | SH | SHARED |
| HCP Inc                       | COM | 40414L109 | 5,993   | 282,837   | SH | SHARED |
| HCP Inc                       | COM | 40414L109 | 341     | 16,086    | SH | SHARED |
| Honeywell International Inc   | COM | 438516106 | 2,626   | 83,629    | SH | SHARED |
| Honeywell International Inc   | COM | 438516106 | 983     | 31,293    | SH | SHARED |
| INSULET CORP                  | COM | 45784P101 | 2,911   | 378,008   | SH | SHARED |
| INSULET CORP                  | COM | 45784P101 | 1,097   | 142,409   | SH | SHARED |
| Intel Corp                    | COM | 458140100 | 2,883   | 174,212   | SH | SHARED |
| Intel Corp                    | COM | 458140100 | 1,005   | 60,752    | SH | SHARED |
| Ishares                       | COM | 464286699 | 7,819   | 591,884   | SH | SHARED |
| Ishares                       | COM | 464286699 | 2,597   | 196,600   | SH | SHARED |
| Ishares                       | COM | 464286707 | 3,095   | 151,200   | SH | SHARED |
| Ishares                       | COM | 464286806 | 563     | 31,300    | SH | SHARED |
| Ishares                       | COM | 464286822 | 1,384   | 37,550    | SH | SHARED |
| Ishares                       | COM | 464286848 | 7,225   | 767,806   | SH | SHARED |
| IShares MSCI EAFE             | COM | 464287465 | 19,645  | 428,838   | SH | SHARED |
| Ishares Tr                    | COM | 464287465 | 166,943 | 3,644,240 | SH | SHARED |
| Johnson & Johnson             | COM | 478160104 | 2,422   | 42,633    | SH | SHARED |
| Johnson & Johnson             | COM | 478160104 | 911     | 16,047    | SH | SHARED |
| JP Morgan Chase               | COM | 46625H100 | 6,030   | 176,787   | SH | SHARED |
| JP Morgan Chase               | COM | 46625H100 | 2,251   | 66,004    | SH | SHARED |
| Kimberly-Clark Corp           | COM | 494368103 | 3,179   | 60,642    | SH | SHARED |
| Kimberly-Clark Corp           | COM | 494368103 | 1,187   | 22,636    | SH | SHARED |
| Kimco Realty Corp             | COM | 49446R109 | 4,345   | 432,367   | SH | SHARED |
| Kimco Realty Corp             | COM | 49446R109 | 251     | 24,994    | SH | SHARED |
| Lexington Realty Trust        | COM | 529043101 | 5,343   | 1,571,533 | SH | SHARED |
| Lexington Realty Trust        | COM | 529043101 | 188     | 55,407    | SH | SHARED |
| Lowe's Companies              | COM | 548661107 | 2,503   | 128,963   | SH | SHARED |
| Lowe's Companies              | COM | 548661107 | 935     | 48,165    | SH | SHARED |
| Macerich Company              | COM | 554382101 | 116     | 6,578     | SH | SHARED |

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|                               |     |           |         |           |    |        |
|-------------------------------|-----|-----------|---------|-----------|----|--------|
| Macerich Company              | COM | 554382101 | 2       | 103       | SH | SHARED |
| Macy's Inc                    | COM | 55616P104 | 964     | 82,002    | SH | SHARED |
| Marvell Technology Group      | COM | G5876H105 | 7,610   | 653,794   | SH | SHARED |
| Marvell Technology Group      | COM | G5876H105 | 2,850   | 244,825   | SH | SHARED |
| Mattel Inc                    | COM | 577081102 | 3,141   | 195,682   | SH | SHARED |
| Mattel Inc                    | COM | 577081102 | 1,177   | 73,329    | SH | SHARED |
| Medical Properties Trust Inc  | COM | 58463J304 | 12,013  | 1,979,037 | SH | SHARED |
| Medical Properties Trust Inc  | COM | 58463J304 | 522     | 86,017    | SH | SHARED |
| Merck & Co Inc                | COM | 589331107 | 2,828   | 101,139   | SH | SHARED |
| Merck & Co Inc                | COM | 589331107 | 1,057   | 37,788    | SH | SHARED |
| Merge Healthcare Inc          | COM | 589499102 | 4,421   | 1,028,171 | SH | SHARED |
| Merge Healthcare Inc          | COM | 589499102 | 1,795   | 417,494   | SH | SHARED |
| Microsoft Corp                | COM | 594918104 | 3,161   | 132,977   | SH | SHARED |
| Microsoft Corp                | COM | 594918104 | 1,085   | 45,664    | SH | SHARED |
| Morgan Stanley                | COM | 617446448 | 4,155   | 145,739   | SH | SHARED |
| Morgan Stanley                | COM | 617446448 | 1,523   | 53,423    | SH | SHARED |
| Motorola Inc                  | COM | 620076109 | 4,609   | 695,150   | SH | SHARED |
| Motorola Inc                  | COM | 620076109 | 1,340   | 202,142   | SH | SHARED |
| Mrv Communications Inc        | COM | 553477100 | 3,741   | 8,314,337 | SH | SHARED |
| Mrv Communications Inc        | COM | 553477100 | 530     | 1,178,210 | SH | SHARED |
| Nationwide Health Pptys Inc   | COM | 638620104 | 1,042   | 40,473    | SH | SHARED |
| Nationwide Health Pptys Inc   | COM | 638620104 | 267     | 10,381    | SH | SHARED |
| OCLARO INC                    | COM | 67555N107 | 1,024   | 1,607,740 | SH | SHARED |
| OCLARO INC                    | COM | 67555N107 | 1,672   | 2,624,212 | SH | SHARED |
| Oclaro Inc                    | COM | 67555N107 | 2,860   | 4,400,000 | SH | SHARED |
| OPNEXT INC                    | COM | 68375V105 | 6,486   | 3,013,643 | SH | SHARED |
| OPNEXT INC                    | COM | 68375V105 | 1,696   | 792,465   | SH | SHARED |
| OVERSTOCK.COM INC             | COM | 690370101 | 2,569   | 214,838   | SH | SHARED |
| OVERSTOCK.COM INC             | COM | 690370101 | 944     | 78,945    | SH | SHARED |
| Pepsico Inc                   | COM | 713448108 | 3,301   | 60,054    | SH | SHARED |
| Pepsico Inc                   | COM | 713448108 | 1,235   | 22,478    | SH | SHARED |
| Pfizer Inc                    | COM | 717081103 | 3,094   | 206,277   | SH | SHARED |
| Pfizer Inc                    | COM | 717081103 | 1,154   | 76,955    | SH | SHARED |
| Philip Morris International   | COM | 718172109 | 2,712   | 62,166    | SH | SHARED |
| Philip Morris International   | COM | 718172109 | 1,012   | 23,209    | SH | SHARED |
| Plum Creek Timber Co Common   | COM | 729251108 | 6,994   | 234,871   | SH | SHARED |
| Plum Creek Timber Co Common   | COM | 729251108 | 331     | 11,119    | SH | SHARED |
| Powershares QQQ Nasdaq 100    | COM | 73935A104 | 16,557  | 455,500   | SH | SHARED |
| Procter & Gamble Co           | COM | 742718109 | 4,638   | 90,770    | SH | SHARED |
| Procter & Gamble Co           | COM | 742718109 | 1,733   | 33,908    | SH | SHARED |
| Public Storage                | COM | 74460D109 | 11,067  | 169,019   | SH | SHARED |
| Public Storage                | COM | 74460D109 | 453     | 6,920     | SH | SHARED |
| Qwest Communications Intl Inc | COM | 749121109 | 4,715   | 1,136,196 | SH | SHARED |
| Qwest Communications Intl Inc | COM | 749121109 | 1,799   | 433,413   | SH | SHARED |
| Schering-Plough Corp          | COM | 806605101 | 4,499   | 179,113   | SH | SHARED |
| Schering-Plough Corp          | COM | 806605101 | 1,388   | 55,266    | SH | SHARED |
| Silicone Graphics             | COM | 82706L108 | 8,206   | 1,811,623 | SH | SHARED |
| Silicone Graphics             | COM | 82706L108 | 1,534   | 337,932   | SH | SHARED |
| Simon Property Group Inc      | COM | 828806109 | 19,706  | 383,156   | SH | SHARED |
| Simon Property Group Inc      | COM | 828806109 | 756     | 14,691    | SH | SHARED |
| SL Green Realty Corp          | COM | 78440X101 | 974     | 42,473    | SH | SHARED |
| SL Green Realty Corp          | COM | 78440X101 | 176     | 7,685     | SH | SHARED |
| SPDR Trust                    | COM | 78462F103 | 1,877   | 20,414    | SH | SHARED |
| SPDR Trust                    | COM | 78462F103 | 534,343 | 5,811,236 | SH | SHARED |
| Telabs Inc                    | COM | 879664100 | 4,559   | 795,627   | SH | SHARED |
| Tenet Healthcare Corp         | COM | 88033G100 | 4,060   | 1,439,660 | SH | SHARED |
| Time Warner Cable Inc         | COM | 88732J207 | 617     | 19,468    | SH | SHARED |
| Time Warner Cable Inc         | COM | 88732J207 | 231     | 7,300     | SH | SHARED |
| Time Warner Inc               | COM | 887317303 | 1,954   | 77,560    | SH | SHARED |
| Time Warner Inc               | COM | 887317303 | 733     | 29,088    | SH | SHARED |
| Travelers Cos Inc             | COM | 89417E109 | 1,348   | 32,851    | SH | SHARED |
| United Technologies Corp      | COM | 913017109 | 3,180   | 61,194    | SH | SHARED |

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|                            |     |           |        |         |    |        |
|----------------------------|-----|-----------|--------|---------|----|--------|
| United Technologies Corp   | COM | 913017109 | 1,189  | 22,891  | SH | SHARED |
| Unitedhealth Group Inc     | COM | 91324P102 | 2,028  | 81,167  | SH | SHARED |
| Unitedhealth Group Inc     | COM | 91324P102 | 759    | 30,375  | SH | SHARED |
| UnumProvident Corp         | COM | 91529Y106 | 2,384  | 150,305 | SH | SHARED |
| UnumProvident Corp         | COM | 91529Y106 | 925    | 58,301  | SH | SHARED |
| Ventas Inc                 | COM | 92276F100 | 10,272 | 344,000 | SH | SHARED |
| Ventas Inc                 | COM | 92276F100 | 478    | 16,013  | SH | SHARED |
| Verizon Communications Inc | COM | 92343V104 | 2,529  | 82,296  | SH | SHARED |
| Verizon Communications Inc | COM | 92343V104 | 442    | 14,395  | SH | SHARED |
| Viacom Inc-class B         | COM | 92553P201 | 2,250  | 99,121  | SH | SHARED |
| Viacom Inc-class B         | COM | 92553P201 | 841    | 37,027  | SH | SHARED |
| Vicor Corp                 | COM | 925815102 | 6,628  | 918,039 | SH | SHARED |
| Vicor Corp                 | COM | 925815102 | 951    | 131,731 | SH | SHARED |
| VMWARE INC-CLASS A         | COM | 928563402 | 2,627  | 96,351  | SH | SHARED |
| VMWARE INC-CLASS A         | COM | 928563402 | 966    | 35,429  | SH | SHARED |
| Vornado Realty Trust       | COM | 929042109 | 12,479 | 277,130 | SH | SHARED |
| Vornado Realty Trust       | COM | 929042109 | 418    | 9,288   | SH | SHARED |
| Wal-Mart Stores Inc        | COM | 931142103 | 3,637  | 75,073  | SH | SHARED |
| Wal-Mart Stores Inc        | COM | 931142103 | 1,358  | 28,028  | SH | SHARED |
| Wellpoint Inc              | COM | 94973V107 | 2,432  | 47,786  | SH | SHARED |
| Wellpoint Inc              | COM | 94973V107 | 909    | 17,853  | SH | SHARED |
| Wells Fargo & Co           | COM | 949746101 | 5,405  | 222,784 | SH | SHARED |
| Wells Fargo & Co           | COM | 949746101 | 2,010  | 82,868  | SH | SHARED |
| Weyerhaeuser Co            | COM | 962166104 | 7,993  | 262,675 | SH | SHARED |
| Weyerhaeuser Co            | COM | 962166104 | 379    | 12,463  | SH | SHARED |
| Williams Cos Inc           | COM | 969457100 | 5,834  | 374,000 | SH | SHARED |
| Wyeth                      | COM | 983024100 | 3,723  | 82,033  | SH | SHARED |

1,589,304 82,195,863