

Karaoglan Alain M
 Form 4
 May 07, 2013

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 *
 Karaoglan Alain M

2. Issuer Name and Ticker or Trading Symbol
 ING U.S., Inc. [VOYA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 230 PARK AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/07/2013

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

NEW YORK, NY 10169

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 05/07/2013 | | P | | 5,100 A \$ 19.5 | D | |
| Common Stock | 05/07/2013 | | A | | 68,376 (1) (2) A \$ 0 | D | |

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

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SEC 1474 (9-02)

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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 Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Deferred Shares | (3) | 05/07/2013 | | A | 10,724 (4) | (5) (5) | Common Stock | 10,724 \$ |
| Deferred Shares | (6) | 05/07/2013 | | A | 38,218 (7) | (8) (8) | Common Stock | 38,218 \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Karaoglan Alain M 230 PARK AVENUE NEW YORK, NY 10169 | | | See Remarks | |

Signatures

/s/ Harris Oliner, attorney
in fact
05/07/2013
**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).

These shares of Common Stock reflect a grant of restricted shares. The restricted shares shall vest as follows: (i) prior to December 31, 2014, if the issuer completes one or more additional public offerings, a number of shares underlying the restricted share award shall vest equal to (A) the total number of shares underlying the original restricted share award multiplied by (B) the percentage of issuer shares held by ING Groep N.V. ("ING Group") after the issuer's initial public offering (the "IPO") that are sold in an additional public offering, and (ii) on December 31, 2014, if all of the shares underlying the original restricted share award have not yet vested, and ING Group owns less than 50% of the amount of issuer shares that it held prior to the IPO (the "Pre-IPO Shares"), then 50% of the unvested restricted shares shall vest (but no shares will vest if ING Group continues to own 50% or more of the Pre-IPO Shares). (Continued in footnote 2)

(1) If the number of shares underlying the restricted share award that have vested pursuant to the above is less than the "Minimum RSA Shares," determined as (I) the number of shares underlying the restricted share award multiplied by (II) a fraction, the numerator of which is the amount by which the percentage of the Pre-IPO Shares no longer owned by ING Group as of December 31, 2014 exceeds 33.33% and the denominator of which is 66.67%, then an additional number of shares underlying the restricted stock award shall vest such that the total number of shares that have vested is not less than the Minimum RSA Shares. All unvested shares underlying the restricted share award that have not vested as of December 31, 2014 shall be forfeited.

(3) Each deferred share represents a contingent right to receive one share of the issuer's Common Stock. The deferred shares may be settled in Common Stock, cash or a combination of cash and Common Stock.

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- These shares reflect a grant of deferred shares approved by the issuer's board of directors pursuant to the issuer's 2013 Omnibus Employee Incentive Plan. The deferred shares replace ING Group deferred shares originally granted pursuant to the ING Group Long-Term Sustainable Performance Plan in respect of the deferred portion of the reporting person's 2012 annual incentive award that exceeded a threshold amount.
- (4)
- (5) Fifty percent of the deferred shares vest on March 27, 2015, 25% of such shares vest on March 27, 2016 and 25% of such shares vest on March 27, 2017.
- (6) Each deferred share represents a contingent right to receive one share of the issuer's Common Stock. The deferred shares may be settled in Common Stock, cash or a combination of cash and Common Stock.
- These shares reflect a grant of deferred shares approved by the issuer's board of directors pursuant to the issuer's 2013 Omnibus Employee Incentive Plan. The deferred shares replace ING Group deferred shares originally granted pursuant to the ING Group Long-Term Sustainable Performance Plan.
- (7)
- (8) Fifty percent of the deferred shares vest on March 27, 2015, 25% of such shares vest on March 27, 2016 and 25% of such shares vest on March 27, 2017.

Remarks:

Executive Vice President and Chief Operating Officer

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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