

ING GROEP NV
Form 20-F/A
March 30, 2010

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 20-F/A**

(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934
OR**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2009
OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
OR**

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Commission file number 1-14642

ING GROEP N.V.

(Exact name of registrant as specified in its charter)

The Netherlands

(Jurisdiction of incorporation or organization)

ING Groep N.V.

Amstelveenseweg 500

1081 KL Amsterdam

P.O. Box 810, 1000 AV Amsterdam

The Netherlands

(Address of principal executive offices)

Hans van Barneveld

Telephone: +31 20 541 8510

E-mail: Hans.van.Barneveld@ing.com

Amstelveenseweg 500

1081KL Amsterdam

The Netherlands

(Name; Telephone, Email and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class

**Name of each exchange on
which registered**

American Depositary Shares, each representing one Ordinary share
Ordinary shares, nominal value EUR 0.24 per Ordinary share and
Bearer Depositary receipts in respect of Ordinary shares*

New York Stock Exchange

New York Stock Exchange

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| | | |
|--------|-------------------------------|-------------------------|
| 7.05% | ING Perpetual Debt Securities | New York Stock Exchange |
| 7.20% | ING Perpetual Debt Securities | New York Stock Exchange |
| 6.20% | ING Perpetual Debt Securities | New York Stock Exchange |
| 6.125% | ING Perpetual Debt Securities | New York Stock Exchange |
| 5.775% | ING Perpetual Debt Securities | New York Stock Exchange |
| 6.375% | ING Perpetual Debt Securities | New York Stock Exchange |
| 7.375% | ING Perpetual Debt Securities | New York Stock Exchange |
| 8.50% | ING Perpetual Debt Securities | New York Stock Exchange |

* Listed, not for trading or quotation purposes, but only in connection with the registration of American Depositary Shares pursuant to the requirements of the Securities and Exchange Commission

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SIGNATURE

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Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

| | |
|--|---------------|
| Ordinary shares, nominal value EUR 0.24 per Ordinary share | 3,831,560,513 |
| Bearer Depository receipts in respect of Ordinary shares | 3,830,613,744 |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act (Check one).

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by the International Accounting Standards Board

Other

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

This Form 20-F/A is being filed to include Exhibit 1.1 (Amended and Restated Articles of Association of ING Groep N.V., dated October 8, 2008) and Exhibit 1.2 (Amended and Restated Trust Agreement (English Translation), dated October 8, 2008) to the issuer's Annual Report on Form 20-F for the fiscal year ended December 31, 2009.

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Item 19 Exhibits

The following exhibits are included herein:

Exhibit 1.1 Amended and Restated Articles of Association of ING Groep N.V., dated October 8, 2008 (incorporated by reference to Exhibit 1.1 of ING Groep N.V.'s Annual Report on Form 20-F for the year ended December 31, 2008, File no. 1-14642 filed on March 19, 2009)

Exhibit 1.2 Amended and Restated Trust Agreement (English Translation), dated October 8, 2008 (incorporated by reference to Exhibit 1.2 of ING Groep N.V.'s Annual Report on Form 20-F for the year ended December 31, 2008, File no. 1-14642 filed on March 19, 2009)

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ING Groep N.V.
(Registrant)

By: /s/ H. van Barneveld
H.van Barneveld
General Manager Group Finance &
Control

By: /s/ W.A. Brouwer
W.A. Brouwer
Assistant General Counsel

Dated: March 30, 2010