

Voya Financial, Inc.  
 Form 4  
 May 12, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**MARTIN RODNEY O JR**

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

NEW YORK, NY 10169

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Voya Financial, Inc. [VOYA]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/08/2014**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and CEO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Indirect Ownership (Instr. 4)
Common Stock	05/08/2014		I	(A) 684.661 (1)	\$ 34.25 (1) 684.661	I	By 401(k) Plan

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

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SEC 1474 (9-02)

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

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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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Deferred Savings Plan Issuer Stock Units	(2)	05/08/2014		I	3,046.167	(2) (2)	Common Stock	3,046.167

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN RODNEY O JR 230 PARK AVENUE NEW YORK, NY 10169	X		Chairman and CEO	

## Signatures

/s/ Harris Oliner, attorney  
in fact 05/12/2014  
\*\*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).

- The Issuer's 401(k) Plan's Issuer stock fund (the "Fund") is invested primarily, but not exclusively, in shares of the Issuer's Common Stock. These units include shares of the Issuer's Common Stock and cash. The ratio of Common Stock and cash fluctuates based on cash held in the Fund, shares held in the Fund and the price of the Common Stock. The reporting person may reallocate investments in these units to alternative investments in the future. The unit value of the Fund is calculated based on the total value of the Fund divided by the outstanding fund units, where the total Fund value is determined based on the total shares held at the end of each day times the closing share price plus the amount of cash held in the Fund. The Fund targets a cash balance equal to 3% of the total Fund value with the remaining 97% held in the Issuer's Common Stock. On May 8, 2014, the reporting person acquired 2,177.5653 units, the Fund's closing unit value was \$11.295147 and the closing share price of the Issuer's Common Stock was \$34.25.
- (1) Each of these units represents a right to receive the cash value of one share of the Issuer's Common Stock upon the reporting person's separation from the Issuer. The reporting person may reallocate investments in these units to alternative investments in the future.

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.