

Becker Jeffrey T
Form 4
May 07, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Becker Jeffrey T

(Last) (First) (Middle)

230 PARK AVENUE

(Street)

NEW YORK, NY 10169

(City) (State) (Zip)

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

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

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)

See Remarks

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 05/07/2013 | | P | | 5,100 A \$ 19.5 | D | |
| Common Stock | 05/07/2013 | | A | | 41,026 (1) A \$ 0 | D | |
| Common Stock | 05/07/2013 | | A | | 14,126 (2) A \$ 0 | D | |

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

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

SEC 1474 (9-02)

number.

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 | 14,763 (4) | (5) (5) | Common Stock | 14,763 \$ |
| Deferred Shares | (6) | 05/07/2013 | | A | 13,889 (7) | (8) (8) | Common Stock | 13,889 \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Becker Jeffrey T 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).
- (1) These shares of Common Stock reflect a grant of restricted shares. Fifty percent of these shares will fully vest at the end of the 180-day lock-up period, which commenced May 1, 2013, relating to the issuer's initial public offering of common stock (the "IPO"). The remaining 50% will fully vest at the earlier of (i) the end of the lock-up period specified in the underwriting agreement related to the first secondary share offering of issuer common stock by ING Groep N.V. ("ING Group") following the IPO or (ii) the date of closing of any post-IPO merger or acquisition of the issuer.
- (2) These shares of Common Stock reflect a grant of restricted shares approved by the issuer's board of directors pursuant to the issuer's 2013 Equity Plan. The restricted shares replace ING Group restricted shares originally granted pursuant to the ING Group Long-Term Sustainable Performance Plan and will vest on January 1, 2016.
- (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.
- (4) 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

Edgar Filing: Becker Jeffrey T - Form 4

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.

- (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.
- (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:

Chief Executive Officer, Investment Management

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.