

ING GROEP NV
Form 6-K
September 23, 2005

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**SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

**FORM 6-K
Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934
For September 23, 2005**

Commission File Number 1-14642

ING Groep N.V.
Amstelveenseweg 500
1081-KL Amsterdam
The Netherlands

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

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THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-84226) OF ING GROEP N.V. AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

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SIGNATURE

EX-1.1: UNDERWRITING AGREEMENT

EX-4.2: FORM OF FOURTH SUPPLEMENTAL INDENTURE

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This Report contains a copy of the following:

Exhibit

Number Description

- | | |
|-----|---|
| 1.1 | The Underwriting Agreement between ING Groep N.V. and ING Financial Markets LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and UBS Securities LLC, as representatives of the several underwriters named therein, dated September 16, 2005. |
| 4.2 | The Form of Fourth Supplemental Indenture between ING Groep N.V. and The Bank of New York, as trustee, including the Form of ING Perpetual Debt Security. |

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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

Name: H. van Barneveld
Title: General Manager Corporate Control & Finance

By: /s/ C. Blokbergen

Name: C. Blokbergen
Title: Head Corporate Legal Department

Dated: September 23, 2005

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