

Edgar Filing: ING GROEP NV - Form 13F-HR

ING GROEP NV
Form 13F-HR
May 15, 2009

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2009

Check here if Amendment []; Amendment Number:

This Amendment (Check only one.):

[] is a restatement.

[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: ING Groep N.V.
Address: Amstelveenseweg 500
1081 KL, Amsterdam,
The Netherlands

Form 13F File Number: 28-13263

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: J.A.M. Emke-Petrelluzzi Bojanic
Title: Compliance Officer
Phone: +31 20 576 65 41

Signature, Place, and Date of Signing:

/s/ J.A.M. Emke-Petrelluzzi Bojanic, Amsterdam, May 14, 2009

Name: M.J.P. Edixhoven
Title: Head of Corporate Compliance Risk Management
Phone: +31 20 576 51 17

Signature, Place, and Date of Signing:

/s/ M.J.P. Edixhoven, Amsterdam, May 14, 2009

Report Type (Check only one.):

[] 13F HOLDINGS REPORT.

[] 13F NOTICE.

Edgar Filing: ING GROEP NV - Form 13F-HR

[X] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
28-13194	ING Investment Management, Inc.
28-11943	ING Investment Management (Europe) B.V.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:

Form 13F Information Table Entry Total: 1216

Form 13F Information Table Value Total: \$ 39,698,043
(USD thousands)

List of Other Included Managers:

No.	Form 13F File Number	Name
01		Other wholly owned subsidiary of ING Groep N.V.
02		ING Investment Management Advisors B.V.

Form 13F Information Table

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/ PRN PUT/CALL	INVEST DISCRE
1ST SOURCE CORP		COM 336901103	701	38,950	SH	DEF
3COM CORP		COM 885535104	1,928	644,970	SH	DEF
3M CO		COM 88579Y101	17,372	357,075	SH	DEF
A D C TELECOMMUNICATIONS		COM NEW 000886309	4,842	7,750	SH	DEF
AAR CORP		COM 000361105	1,186	94,790	SH	DEF
AARON RENTS INC		COM 002535201	3,366	125,870	SH	DEF
ABAXIS INC		COM 002567105	213	12,317	SH	DEF
ABBOTT LABS		COM 002824100	265,920	2,762,652	SH	DEF
ABERCROMBIE & FITCH CO		CL A 002896207	809	33,590	SH	DEF
ACADIA RLTY TR		COM SH BEN INT 004239109	741	72,697	SH	DEF
ACTUANT CORP		CL A NEW 00508X203	5,483	548,300	SH	DEF
ACUITY BRANDS INC		COM 00508Y102	4,632	207,226	SH	DEF
ACXIOM CORP		COM 005125109	1,041	139,930	SH	DEF
ADAPTEC INC		COM 00651F108	476	199,339	SH	DEF
ADMINISTAFF INC		COM 007094105	366	17,309	SH	DEF
ADOBE SYS INC		COM 00724F101	40,740	930,429	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

ADTRAN INC	COM	00738A106	491	30,600	SH	DEF
ADVANCED MICRO DEVICES INC	COM	007903107	872	135,248	SH	DEF
AEROPOSTALE	COM	007865108	11,095	420,760	SH	DEF
AES CORP	COM	00130H105	14,697	2,601,246	SH	DEF
AETNA INC NEW	COM	00817Y108	19,801	841,891	SH	DEF
AFFILIATED COMPUTER SERVICES	CL A	008190100	5,351	111,394	SH	DEF
AFFILIATED MANAGERS GROUP	COM	008252108	705	17,950	SH	DEF
AGCO CORP	COM	001084102	1,925	99,466	SH	DEF
AGILENT TECHNOLOGIES INC	COM	00846U101	1,238	80,410	SH	DEF
AGILYSYS INC	COM	00847J105	138	16,350	SH	DEF
AGL RESOURCES, INC.	COM	001204106	848	31,952	SH	DEF
AIR PRODS & CHEMS INC	COM	009158106	17,834	321,853	SH	DEF
AIR PRODUCTS & CHEMICALS, INC.	COM	009158106	493	8,756	SH	DEF
AIRGAS INC	COM	009363102	22,947	697,910	SH	DEF
AKAMAI TECHNOLOGIES INC	COM	00971T101	6,208	159,660	SH	DEF
ALASKA AIR GROUP INC	COM	011659109	774	46,190	SH	DEF
ALASKA COMMUNICATIONS SYS GR	COM	01167P101	6,574	991,484	SH	DEF
ALBANY INTL CORP	CL A	012348108	680	76,500	SH	DEF
ALBANY MOLECULAR RESH INC	COM	012423109	204	23,940	SH	DEF
ALBEMARLE CORP	COM	012653101	9,664	452,840	SH	DEF
ALCOA INC	COM	013817101	11,054	1,652,391	SH	DEF
ALCON, INC.	COM SHS	H01301102	555	6,102	SH	DEF
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	3,657	107,501	SH	DEF
ALEXION PHARMACEUTICALS INC	COM	015351109	4,414	115,400	SH	DEF
ALIGN TECHNOLOGY INC	COM	016255101	142	17,800	SH	DEF
ALKERMES INC	COM	01642T108	1,268	107,300	SH	DEF
ALLEGHENY ENERGY INC	COM	017361106	2,697	118,517	SH	DEF
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	1,186	54,662	SH	DEF
ALLERGAN INC	COM	018490102	5,084	105,122	SH	DEF
ALLETE INC	COM NEW	018522300	498	19,040	SH	DEF

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/ PRN PUT/CALL	INVEST DISCRE
ALLIANCE DATA SYSTEMS CORP		COM 018581108	8,331	245,099	SH	DEF
ALLIANCE RES PARTNER L P	UT LTD PART	01877R108	520	18,000	SH	DEF
ALLIANT ENERGY CORP		COM 018802108	1,988	82,600	SH	DEF
ALLIANT TECHSYSTEMS INC		COM 018804104	4,205	65,700	SH	DEF
ALLIED CAP CORP NEW		COM 01903Q108	19	12,350	SH	DEF
ALLSTATE CORP		COM 020002101	5,190	280,112	SH	DEF
ALTRIA GROUP INC		COM 02209S103	83,123	5,074,663	SH	DEF
ALTRIA GROUP, INC.		COM 02209S103	6,028	376,253	SH	DEF
AMAZON COM INC		COM 023135106	60,433	424,114	SH	DEF
AMB PROPERTY CORP		COM 00163T109	5,234	395,595	SH	DEF
AMBAC FINL GROUP INC		COM 023139108	63	90,300	SH	DEF
AMEREN CORP		COM 023608102	28,065	1,233,063	SH	DEF
AMEREN CORP.		COM 023608102	10,820	466,580	SH	DEF
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	61,120	767,066	SH	DEF
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	1,484	54,819	SH	DEF
AMERICAN AXLE & MFG HLDGS IN		COM 024061103	17	12,700	SH	DEF
AMERICAN EAGLE OUTFITTERS NE		COM 02553E106	25,411	2,062,550	SH	DEF
AMERICAN ELEC PWR INC		COM 025537101	10,164	405,277	SH	DEF
AMERICAN FINL GROUP INC OHIO		COM 025932104	3,512	225,242	SH	DEF
AMERICAN GREETINGS CORP	CL A	026375105	348	68,240	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

AMERICAN INTL GROUP INC	COM	026874107	3,575	1,139,396	SH	DEF
AMERICAN MED SYS HLDGS INC	COM	02744M108	1,502	134,500	SH	DEF
AMERICAN SUPERCONDUCTOR CORP	COM	030111108	292	17,700	SH	DEF
AMERICREDIT CORP	COM	03060R101	814	144,350	SH	DEF
AMERIGROUP CORP	COM	03073T102	3,521	130,028	SH	DEF
AMERISOURCEBERGEN CORP	COM	03073E105	35,920	1,113,462	SH	DEF
AMGEN INC	COM	031162100	143,956	1,408,696	SH	DEF
AMKOR TECHNOLOGY INC	COM	031652100	107	42,840	SH	DEF
AMPHENOL CORP NEW	CL A	032095101	36,069	1,277,239	SH	DEF
AMR CORP	COM	001765106	61	19,300	SH	DEF
AMYLIN PHARMACEUTICALS INC	COM	032346108	2,473	218,450	SH	DEF
ANADARKO PETE CORP	COM	032511107	35,911	923,643	SH	DEF
ANADIGICS INC	COM	032515108	28	13,550	SH	DEF
ANALOG DEVICES INC	COM	032654105	10,690	553,309	SH	DEF
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	13,716	188,463	SH	DEF
ANIXTER INTL INC	COM	035290105	2,241	71,640	SH	DEF
ANNALY CAP MGMT INC	COM	035710409	4,817	178,953	SH	DEF
ANWORTH MORTGAGE ASSET CP	COM	037347101	291	48,640	SH	DEF
APACHE CORP	COM	037411105	76,323	1,202,699	SH	DEF
APOLLO GROUP INC	CL A	037604105	47,591	602,875	SH	DEF
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	1,214	72,233	SH	DEF
APPLIED MATLS INC	COM	038222105	27,599	732,525	SH	DEF
AQUA AMERICA INC	COM	03836W103	10,085	256,091	SH	DEF
ARBITRON INC	COM	03875Q108	9,098	611,395	SH	DEF
ARCH COAL INC	COM	039380100	20,017	1,489,382	SH	DEF
ARCHER DANIELS MIDLAND CO	COM	039483102	56,040	1,052,040	SH	DEF
ARIBA INC	COM NEW	04033V203	318	35,708	SH	DEF
ARRIS GROUP INC	COM	04269Q100	1,641	219,026	SH	DEF
ARROW ELECTRS INC	COM	042735100	3,970	213,090	SH	DEF

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/PRN PUT/CALL	INVEST DISCRE
ART TECHNOLOGY GROUP INC	COM	04289L107	101	40,300	SH	DEF
ARTHUR J GALLAGHER & CO.	COM	363576109	776	45,648	SH	DEF
ARVINMERITOR INC	COM	043353101	29	29,150	SH	DEF
ASBURY AUTOMOTIVE GROUP INC	COM	043436104	250	55,847	SH	DEF
ASHLAND INC NEW	COM	044209104	1,741	177,650	SH	DEF
ASIAINFO HLDGS INC	COM	04518A104	173	10,300	SH	DEF
ASSOCIATED BANC CORP	COM	045487105	4,028	277,250	SH	DEF
ASTORIA FINL CORP	COM	046265104	1,116	125,710	SH	DEF
ASTRAZENECA PLC	SPONSORED ADR	046353108	1,532	22,367	SH	DEF
ASYST TECHNOLOGY CORP	COM	04648X107	13	50,200	SH	DEF
AT&T, INC.	COM	00206R102	15,200	603,175	SH	DEF
ATMEL CORP	COM	049513104	1,575	238,400	SH	DEF
ATMI INC	COM	00207R101	268	17,350	SH	DEF
ATMOS ENERGY CORP	COM	049560105	4,297	183,538	SH	DEF
ATWOOD OCEANICS INC	COM	050095108	1,709	104,630	SH	DEF
AU OPTRONICS CORP	SPONSORED ADR	002255107	3,141	186,543	SH	DEF
AUTODESK INC	COM	052769106	3,104	203,804	SH	DEF
AUTOLIV INC	COM	052800109	76,438	1,415,525	SH	DEF
AUTONATION INC	COM	05329W102	327	23,585	SH	DEF
AVALONBAY CMNTYS INC	COM	053484101	7,315	166,900	SH	DEF
AVERY DENNISON CORP	COM	053611109	2,487	112,835	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

AVID TECHNOLOGY INC	COM 05367P100	421	45,460	SH	DEF
AVIS BUDGET GROUP	COM 053774105	12	14,750	SH	DEF
AVNET INC	COM 053807103	3,554	206,366	SH	DEF
AVOCENT CORP	COM 053893103	8,796	736,712	SH	DEF
AVON PRODS INC	COM 054303102	25,869	1,372,337	SH	DEF
AXCELIS TECHNOLOGIES INC	COM 054540109	36	88,000	SH	DEF
AXSYS TECHNOLOGIES INC	COM 054615109	779	19,660	SH	DEF
BAKER HUGHES INC	COM 057224107	6,402	216,368	SH	DEF
BALL CORP	COM 058498106	4,892	113,008	SH	DEF
BANCORPSOUTH INC	COM 059692103	1,278	64,100	SH	DEF
BANK HAWAII CORP	COM 062540109	6,212	194,300	SH	DEF
BANK MONTREAL QUE	COM 063671101	10,848	431,186	SH	DEF
BANK MUTUAL CORP NEW	COM 063750103	6,965	791,454	SH	DEF
BANK NOVA SCOTIA HALIFAX	COM 064149107	146,639	3,006,753	SH	DEF
BANK OF THE OZARKS INC	COM 063904106	3,341	152,010	SH	DEF
BARD C R INC	COM 067383109	34,006	428,660	SH	DEF
BARNES & NOBLE INC	COM 067774109	348	16,100	SH	DEF
BARNES GROUP INC	COM 067806109	9,283	904,770	SH	DEF
BARRICK GOLD CORP	COM 067901108	98,587	1,548,124	SH	DEF
BAXTER INTL INC	COM 071813109	41,950	828,890	SH	DEF
BB&T CORP	COM 054937107	13,205	811,621	SH	DEF
BE AEROSPACE INC	COM 073302101	174	19,710	SH	DEF
BEAZER HOMES USA INC	COM 07556Q105	25	23,550	SH	DEF
BEBE STORES INC	COM 075571109	92	13,850	SH	DEF
BECKMAN COULTER INC	COM 075811109	613	12,250	SH	DEF
BECTON DICKINSON & CO	COM 075887109	11,882	179,003	SH	DEF
BED BATH & BEYOND INC	COM 075896100	4,283	175,514	SH	DEF

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/PRN PUT/CALL	INVEST DISCRE
BELO CORP	COM SER A	080555105	27	38,950	SH	DEF
BEMIS INC	COM	081437105	6,174	297,956	SH	DEF
BENCHMARK ELECTRS INC	COM	08160H101	2,602	236,290	SH	DEF
BEST BUY INC	COM	086516101	5,864	158,619	SH	DEF
BHP BILLITON LTD	SPONSORED ADR	088606108	65,949	765,781	SH	DEF
BIG LOTS INC	COM	089302103	5,044	238,247	SH	DEF
BIOGEN IDEC INC	COM	09062X103	22,627	430,659	SH	DEF
BIOVAIL CORP	COM	09067J109	7,460	696,620	SH	DEF
BJ SVCS CO	COM	055482103	46,829	4,715,923	SH	DEF
BJS WHOLESALE CLUB INC	COM	05548J106	2,853	88,570	SH	DEF
BLACK & DECKER CORP	COM	091797100	2,794	91,462	SH	DEF
BLACK BOX CORP DEL	COM	091826107	2,012	86,290	SH	DEF
BLACK HILLS CORP	COM	092113109	6,523	370,860	SH	DEF
BLACKROCK INC	COM	09247X101	3,066	24,550	SH	DEF
BLOCK H & R INC	COM	093671105	9,211	529,955	SH	DEF
BLOCKBUSTER INC	CL A	093679108	34	43,650	SH	DEF
BLOUNT INTL INC NEW	COM	095180105	107	12,100	SH	DEF
BLUE COAT SYSTEMS INC	COM NEW	09534T508	2,320	199,960	SH	DEF
BMC SOFTWARE INC	COM	055921100	12,943	392,108	SH	DEF
BOB EVANS FARMS INC	COM	096761101	307	14,000	SH	DEF
BORDERS GROUP INC	COM	099709107	59	90,750	SH	DEF
BORGWARNER INC	COM	099724106	8,440	404,590	SH	DEF
BOSTON PRIVATE FINL HLDGS IN	COM	101119105	312	98,840	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

BOSTON PROPERTIES INC	COM	101121101	17,309	180,749	SH	DEF
BOSTON SCIENTIFIC CORP	COM	101137107	6,401	804,109	SH	DEF
BP PLC	SPONSORED ADR	055622104	10,764	136,497	SH	DEF
BRADY CORP	CL A	104674106	5,823	339,350	SH	DEF
BRE PROPERTIES INC	CL A	05564E106	3,111	171,144	SH	DEF
BRIGGS & STRATTON CORP	COM	109043109	2,281	140,790	SH	DEF
BRIGHAM EXPLORATION CO	COM	109178103	44	23,950	SH	DEF
BRIGHTPOINT INC	COM NEW	109473405	660	155,410	SH	DEF
BRINKER INTL INC	COM	109641100	756	50,674	SH	DEF
BRINKS CO	COM	109696104	8,539	320,310	SH	DEF
BRISTOL MYERS SQUIBB CO	COM	110122108	62,942	2,994,398	SH	DEF
BRISTOL-MYERS SQUIBB CO.	COM	110122108	15,397	702,425	SH	DEF
BROADCOM CORP	CL A	111320107	51,953	1,295,596	SH	DEF
BROOKFIELD PPTYS CORP	COM	112900105	1,466	264,533	SH	DEF
BROOKLINE BANCORP INC DEL	COM	11373M107	695	76,618	SH	DEF
BROWN FORMAN CORP	CL A	115637100	24,117,003	1,319,700	SH	DEF
BROWN FORMAN CORP	CL B	115637209	1,094	28,562	SH	DEF
BROWN SHOE INC NEW	COM	115736100	239	65,470	SH	DEF
BRUNSWICK CORP	COM	117043109	296	85,840	SH	DEF
BURLINGTON NORTHN SANTA FE C	COM	12189T104	49,455	810,598	SH	DEF
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	11,102	248,472	SH	DEF
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	200	15,800	SH	DEF
CABOT CORP	COM	127055101	1,787	178,550	SH	DEF
CABOT OIL & GAS CORP	COM	127097103	1,840	76,840	SH	DEF
CAL MAINE FOODS INC	COM NEW	128030202	545	24,335	SH	DEF

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUM
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/ PRN PUT/CALL	INVEST DISCRE
CALGON CARBON CORP	COM	129603106	1,543	109,961	SH	DEF
CALIFORNIA COASTAL CMNTYS IN	COM NEW	129915203	2,107	1,755,683	SH	DEF
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	3,481	266,320	SH	DEF
CALLAWAY GOLF CO	COM	131193104	222	30,200	SH	DEF
CALLON PETE CO DEL	COM	13123X102	19	19,350	SH	DEF
CAMBREX CORP	COM	132011107	37	16,950	SH	DEF
CAMDEN PPTY TR	SH BEN INT	133131102	987	49,050	SH	DEF
CAMECO CORP	COM	13321L108	1,094	32,400	SH	DEF
CAMPBELL SOUP CO	COM	134429109	2,609	96,626	SH	DEF
CANADIAN NAT RES LTD	COM	136385101	23,803	612,196	SH	DEF
CANON INC	ADR	138006309	22,409	384,900	SH	DEF
CAPITAL ONE FINL CORP	COM	14040H105	4,200	370,039	SH	DEF
CARBO CERAMICS INC	COM	140781105	1,020	36,940	SH	DEF
CARDINAL HEALTH INC	COM	14149Y108	4,024	128,087	SH	DEF
CAREER EDUCATION CORP	COM	141665109	3,583	142,360	SH	DEF
CARMAX INC	COM	143130102	950	76,150	SH	DEF
CARNIVAL CORP	PAIRED CTF	143658300	8,598	410,981	SH	DEF
CASEYS GEN STORES INC	COM	147528103	8,454	313,344	SH	DEF
CASTLE A M & CO	COM	148411101	220	25,910	SH	DEF
CATHAY GENERAL BANCORP	COM	149150104	375	38,050	SH	DEF
CEC ENTMT INC	COM	125137109	1,919	78,379	SH	DEF
CELGENE CORP	COM	151020104	16,473	363,251	SH	DEF
CENTERPOINT ENERGY INC	COM	15189T107	1,314	130,016	SH	DEF
CENTEX CORP	COM	152312104	694	90,301	SH	DEF
CENTRAL EUROPEAN DIST CORP	COM	153435102	4,025	388,511	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

CENTRAL VT PUB SVC CORP	COM	155771108	426	24,800	SH	DEF
CENTURYTEL INC	COM	156700106	959	35,110	SH	DEF
CEPHALON INC	COM	156708109	8,135	119,510	SH	DEF
CERADYNE INC	COM	156710105	1,880	100,070	SH	DEF
CERNER CORP	COM	156782104	1,959	44,800	SH	DEF
CHARLOTTE RUSSE HLDG INC	COM	161048103	781	97,440	SH	DEF
CHARMING SHOPPES INC	COM	161133103	60	40,500	SH	DEF
CHARTER COMMUNICATIONS INC D	CL A	16117M107	3	128,600	SH	DEF
CHATTEM INC	COM	162456107	11,833	204,200	SH	DEF
CHECKPOINT SYS INC	COM	162825103	926	103,534	SH	DEF
CHEESECAKE FACTORY INC	COM	163072101	261	22,450	SH	DEF
CHESAPEAKE ENERGY CORP	COM	165167107	7,007	401,775	SH	DEF
CHEVRON CORP.	COM	166764100	11,568	172,039	SH	DEF
CHICOS FAS INC	COM	168615102	1,010	192,370	SH	DEF
CHILDRENS PL RETAIL STORES I	COM	168905107	1,945	87,460	SH	DEF
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	9,752	113,686	SH	DEF
CHINA MOBILE LTD.	SPONSORED ADR	16941M109	1,196	27,483	SH	DEF
CHIQUITA BRANDS INTL INC	COM	170032809	360	54,780	SH	DEF
CHOICE HOTELS INTL INC	COM	169905106	483	18,958	SH	DEF
CHUBB CORP	COM	171232101	11,129	272,367	SH	DEF
CHURCH & DWIGHT INC	COM	171340102	12,211	234,340	SH	DEF
CIA DE BEBIDAS DAS AMERICAS	SPON ADR PFD	20441W203	2,437	51,028	SH	DEF
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	10,030	889,168	SH	DEF

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/PRN PUT/CALL	INVEST DISCRE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	931	70,022	SH	DEF
CIBER INC	COM	17163B102	967	371,960	SH	DEF
CIGNA CORP	COM	125509109	7,018	409,700	SH	DEF
CINTAS CORP	COM	172908105	707	29,001	SH	DEF
CIRCOR INTL INC	COM	17273K109	214	9,550	SH	DEF
CIRRUS LOGIC INC	COM	172755100	90	23,750	SH	DEF
CISCO SYS INC	COM	17275R102	419,496	12,699,927	SH	DEF
CIT GROUP INC	COM	125581108	513	187,900	SH	DEF
CITIGROUP INC	COM	172967101	10,025	4,339,678	SH	DEF
CITRIX SYS INC	COM	177376100	3,257	147,931	SH	DEF
CITY NATL CORP	COM	178566105	302	9,250	SH	DEF
CKE RESTAURANTS INC	COM	12561E105	115	13,950	SH	DEF
CLARCOR INC	COM	179895107	1,393	55,390	SH	DEF
CLECO CORP NEW	COM	12561W105	9,913	456,811	SH	DEF
CMS ENERGY CORP	COM	125896100	8,518	723,674	SH	DEF
COACH INC	COM	189754104	38,906	2,376,664	SH	DEF
COCA COLA CO	COM	191216100	175,151	3,987,947	SH	DEF
COCA COLA ENTERPRISES INC	COM	191219104	6,419	490,388	SH	DEF
COCA-COLA CO.	COM	191216100	11,996	272,949	SH	DEF
COEUR D ALENE MINES CORP IDA	COM	192108108	291	327,100	SH	DEF
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	1,774	88,370	SH	DEF
COLDWATER CREEK INC	COM	193068103	512	202,550	SH	DEF
COLGATE PALMOLIVE CO	COM	194162103	9,995	170,004	SH	DEF
COLONIAL BANCGROUP INC	COM	195493309	56	56,950	SH	DEF
COLUMBIA BKG SYS INC	COM	197236102	377	63,220	SH	DEF
COMCAST CORP NEW	CL A	20030N101	40,674	2,979,772	SH	DEF
COMCAST CORP NEW	CL A SPL	20030N200	351	27,500	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

COMERICA INC	COM	200340107	11,371	650,150	SH	DEF
COMFORT SYS USA INC	COM	199908104	279	26,790	SH	DEF
COMMERCE BANCSHARES INC	COM	200525103	3,845	110,458	SH	DEF
COMMERCIAL METALS CO	COM	201723103	11,671	511,870	SH	DEF
COMMSCOPE INC	COM	203372107	2,510	230,073	SH	DEF
COMMUNITY BK SYS INC	COM	203607106	814	49,700	SH	DEF
COMMUNITY HEALTH SYS INC NEW	COM	203668108	2,233	148,300	SH	DEF
COMPANHIA PARANAENSE ENERG C	SPON ADR PFD	20441B407	2,454	119,600	SH	DEF
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	361	12,500	SH	DEF
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	28,151	1,078,600	SH	DEF
COMPUTER SCIENCES CORP	COM	205363104	12,926	352,403	SH	DEF
COMPUWARE CORP	COM	205638109	4,020	613,676	SH	DEF
COMSTOCK RES INC	COM NEW	205768203	4,159	140,738	SH	DEF
COMTECH TELECOMMUNICATIONS C	COM NEW	205826209	2,668	112,000	SH	DEF
CONAGRA FOODS INC	COM	205887102	18,081	1,087,894	SH	DEF
CONCUR TECHNOLOGIES INC	COM	206708109	9,032	481,950	SH	DEF
CONOCOPHILLIPS	COM	20825C104	97,172	2,490,307	SH	DEF
CONSECO INC	COM NEW	208464883	13	18,650	SH	DEF
CONSOL ENERGY INC	COM	20854P109	6,337	246,669	SH	DEF
CONSOLIDATED EDISON INC	COM	209115104	39,510	1,019,622	SH	DEF
CONSOLIDATED EDISON, INC.	COM	209115104	11,448	289,007	SH	DEF

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/ PRN PUT/CALL	INVEST DISCRE
CONSOLIDATED GRAPHICS INC	COM	209341106	624	52,345	SH	DEF
CONSTELLATION ENERGY GROUP I	COM	210371100	1,285	64,582	SH	DEF
CONVERGYS CORP	COM	212485106	218	27,887	SH	DEF
COOPER COS INC	COM NEW	216648402	816	31,460	SH	DEF
COOPER TIRE & RUBR CO	COM	216831107	2,912	737,313	SH	DEF
CORINTHIAN COLLEGES INC	COM	218868107	2,792	134,750	SH	DEF
CORN PRODS INTL INC	COM	219023108	9,740	450,948	SH	DEF
CORNING INC	COM	219350105	27,800	1,041,684	SH	DEF
CORPORATE EXECUTIVE BRD CO	COM	21988R102	817	57,500	SH	DEF
CORUS BANKSHARES INC	COM	220873103	8	33,550	SH	DEF
COSTAR GROUP INC	COM	22160N109	229	7,700	SH	DEF
COSTCO WHSL CORP NEW	COM	22160K105	12,083	261,252	SH	DEF
COUSINS PPTYS INC	COM	222795106	1,486	247,600	SH	DEF
COVANCE INC	COM	222816100	663	18,549	SH	DEF
COVENTRY HEALTH CARE INC	COM	222862104	644	50,282	SH	DEF
CRANE CO	COM	224399105	5,014	300,942	SH	DEF
CREDICORP LTD.	COM	G2519Y108	1,333	28,462	SH	DEF
CREE INC	COM	225447101	1,297	56,338	SH	DEF
CSG SYS INTL INC	COM	126349109	1,284	93,530	SH	DEF
CSX CORP	COM	126408103	12,532	488,953	SH	DEF
CTS CORP	COM	126501105	717	207,716	SH	DEF
CUBIST PHARMACEUTICALS INC	COM	229678107	5,243	325,440	SH	DEF
CULLEN FROST BANKERS INC	COM	229899109	5,078	111,900	SH	DEF
CUMMINS INC	COM	231021106	26,206	1,068,342	SH	DEF
CV THERAPEUTICS INC	COM	126667104	362	18,200	SH	DEF
CVB FINL CORP	COM	126600105	108	17,800	SH	DEF
CVS CAREMARK CORPORATION	COM	126650100	119,746	1,462,102	SH	DEF
CYBERONICS INC	COM	23251P102	961	76,170	SH	DEF
CYMER INC	COM	232572107	762	34,529	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

CYPRESS BIOSCIENCES INC	COM PAR \$.02	232674507	806	112,300	SH	DEF
CYPRESS SEMICONDUCTOR CORP	COM	232806109	1,162	172,460	SH	DEF
D R HORTON INC	COM	23331A109	10,756	1,068,170	SH	DEF
DAKTRONICS INC	COM	234264109	234	35,300	SH	DEF
DANAHER CORP DEL	COM	235851102	7,064	131,178	SH	DEF
DARDEN RESTAURANTS INC	COM	237194105	9,946	284,590	SH	DEF
DAVITA INC	COM	23918K108	6,483	74,038	SH	DEF
DEAN FOODS CO NEW	COM	242370104	1,794	100,635	SH	DEF
DEERE & CO	COM	244199105	7,738	238,827	SH	DEF
DELL INC	COM	24702R101	37,916	2,069,414	SH	DEF
DELPHI FINL GROUP INC	CL A	247131105	4,554	371,412	SH	DEF
DELTA PETE CORP	COM NEW	247907207	21	18,100	SH	DEF
DELUXE CORP	COM	248019101	144	15,600	SH	DEF
DENBURY RES INC	COM NEW	247916208	3,289	220,730	SH	DEF
DENDREON CORP	COM	24823Q107	104	23,950	SH	DEF
DENTSPLY INTL INC NEW	COM	249030107	1,847	70,230	SH	DEF
DEPOMED INC	COM	249908104	64	27,800	SH	DEF
DEVON ENERGY CORP NEW	COM	25179M103	41,551	931,214	SH	DEF
DEVRY INC DEL	COM	251893103	3,891	79,090	SH	DEF

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/ PRN PUT/CALL	INVEST DISCRE
DIAGEO P L C	SPON ADR NEW	25243Q205	10,056	115,800	SH	DEF
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	4,522	68,707	SH	DEF
DIGI INTL INC	COM	253798102	343	44,880	SH	DEF
DIGITAL RIV INC	COM	25388B104	2,156	72,880	SH	DEF
DILLARDS INC	CL A	254067101	108	18,850	SH	DEF
DIODES INC	COM	254543101	382	36,370	SH	DEF
DISNEY WALT CO	COM DISNEY	254687106	17,680	990,460	SH	DEF
DOMINION RES INC VA NEW	COM	25746U109	7,278	238,544	SH	DEF
DOW CHEM CO	COM	260543103	77,755	3,809,803	SH	DEF
DOW CHEMICAL CO.	COM	260543103	10,654	1,263,788	SH	DEF
DRESS BARN INC	COM	261570105	6,262	505,800	SH	DEF
DRUGSTORE COM INC	COM	262241102	54	46,950	SH	DEF
DST SYS INC DEL	COM	233326107	3,485	103,018	SH	DEF
DTE ENERGY CO	COM	233331107	3,847	139,231	SH	DEF
DU PONT E I DE NEMOURS & CO	COM	263534109	62,768	2,862,220	SH	DEF
DUKE ENERGY CORP NEW	COM	26441C105	86,123	1,525,925	SH	DEF
DUKE ENERGY CORP.	COM	26441C105	10,046	701,564	SH	DEF
DUKE REALTY CORP	COM NEW	264411505	3,690	743,947	SH	DEF
DUKE REALTY CORP	COM NEW	264411505	1,143	230,360	SH	DEF
DURECT CORP	COM	266605104	55	25,500	SH	DEF
DYCOM INDS INC	COM	267475101	691	129,250	SH	DEF
DYNAMIC MATLS CORP	COM	267888105	89	10,400	SH	DEF
E M C CORP MASS	COM	268648102	28,600	2,551,337	SH	DEF
EAGLE MATERIALS INC	COM	26969P108	1,296	56,000	SH	DEF
EARTHLINK INC	COM	270321102	187	28,900	SH	DEF
EASTMAN CHEM CO	COM	277432100	3,256	123,607	SH	DEF
EASTMAN KODAK CO	COM	277461109	4,102	1,041,223	SH	DEF
EBAY INC	COM	278642103	27,889	2,234,732	SH	DEF
ECOLAB INC	COM	278865100	34,139	998,790	SH	DEF
EDISON INTL	COM	281020107	4,059	143,723	SH	DEF
EDWARDS LIFESCIENCES CORP	COM	28176E108	799	13,081	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

EI DU PONT DE NEMOURS & CO.	COM	263534109	12,193	546,036	SH	DEF
EL PASO CORP	COM	28336L109	2,538	407,431	SH	DEF
ELAN PLC	ADR	284131208	3,745	293,000	SH	DEF
ELDORADO GOLD CORP NEW	COM	284902103	16,368	1,849,194	SH	DEF
ELECTRONIC ARTS INC	COM	285512109	3,597	197,879	SH	DEF
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM	SHS 29081M102	1,297	33,278	SH	DEF
EMCORE CORP	COM	290846104	29	38,750	SH	DEF
EMERSON ELEC CO	COM	291011104	33,836	1,211,474	SH	DEF
EMERSON ELECTRIC CO.	COM	291011104	10,769	376,805	SH	DEF
EMULEX CORP	COM NEW	292475209	5,388	1,046,188	SH	DEF
ENBRIDGE INC	COM	29250N105	27,347	963,340	SH	DEF
ENCANA CORP	COM	292505104	84,646	2,081,781	SH	DEF
ENCORE WIRE CORP	COM	292562105	345	15,910	SH	DEF
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	4,562	264,130	SH	DEF
ENERGEN CORP	COM	29265N108	3,549	124,100	SH	DEF
ENERGIZER HLDGS INC	COM	29266R108	3,694	75,305	SH	DEF
ENERPLUS RES FD	UNIT TR G NEW	29274D604	23,959	493,586	SH	DEF

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/PRN PUT/CALL	INVEST DISCRE
ENERPLUS RESOURCES FUND	UNIT TR G NEW	29274D604	6,377	389,525	SH	DEF
ENERSIS S A	SPONSORED ADR	29274F104	26,649	888,294	SH	DEF
ENERSIS SA	SPONSORED ADR	29274F104	1,876	124,255	SH	DEF
ENI S P A	SPONSORED ADR	26874R108	5,301	70,700	SH	DEF
ENNIS INC	COM	293389102	92	10,900	SH	DEF
ENSCO INTL INC	COM	26874Q100	7,625	277,694	SH	DEF
ENTERCOM COMMUNICATIONS CORP	CL A	293639100	39	32,800	SH	DEF
ENTERGY CORP NEW	COM	29364G103	10,217	152,658	SH	DEF
ENZO BIOCHEM INC	COM	294100102	143	35,670	SH	DEF
EOG RES INC	COM	26875P101	22,897	404,105	SH	DEF
EPICOR SOFTWARE CORP	COM	29426L108	1,784	458,711	SH	DEF
EPIQ SYS INC	COM	26882D109	235	13,450	SH	DEF
EQUIFAX INC	COM	294429105	4,740	196,921	SH	DEF
EQUITY RESIDENTIAL	SH BEN INT	29476L107	7,643	448,795	SH	DEF
ERESEARCHTECHNOLOGY INC	COM	29481V108	326	65,250	SH	DEF
ESCO TECHNOLOGIES INC	COM	296315104	1,513	40,660	SH	DEF
ESSEX PPTY TR INC	COM	297178105	3,531	64,381	SH	DEF
ESTERLINE TECHNOLOGIES CORP	COM	297425100	1,760	88,930	SH	DEF
EURONET WORLDWIDE INC	COM	298736109	269	20,850	SH	DEF
EVERGREEN SOLAR INC	COM	30033R108	97	46,150	SH	DEF
EXELON CORP	COM	30161N101	86,404	1,931,671	SH	DEF
EXELON CORP.	COM	30161N101	6,617	145,777	SH	DEF
EXPEDITORS INTL WASH INC	COM	302130109	1,832	65,933	SH	DEF
EXPRESS SCRIPTS INC	COM	302182100	36,317	806,516	SH	DEF
EXXON MOBIL CORP	COM	30231G102	661,441	9,637,782	SH	DEF
EXXON MOBIL CORP.	COM	30231G102	964	14,154	SH	DEF
F M C CORP	COM NEW	302491303	4,554	108,350	SH	DEF
F5 NETWORKS INC	COM	315616102	8,496	399,790	SH	DEF
FACTSET RESH SYS INC	COM	303075105	1,410	30,050	SH	DEF
FAIR ISAAC CORP	COM	303250104	2,301	171,200	SH	DEF
FAMILY DLR STORES INC	COM	307000109	11,288	334,571	SH	DEF
FASTENAL CO	COM	311900104	1,944	61,000	SH	DEF
FEDERAL HOME LN MTG CORP	COM	313400301	93	122,200	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

FEDERAL NATL MTG ASSN		COM 313586109	135	201,150	SH	DEF
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	9,024	212,039	SH	DEF
FEDERATED INVS INC PA	CL B	314211103	1,697	81,022	SH	DEF
FEDEX CORP	COM	31428X106	10,459	237,273	SH	DEF
FEI CO	COM	30241L109	5,763	385,248	SH	DEF
FELCOR LODGING TR INC	COM	31430F101	46	32,550	SH	DEF
FERRO CORP	COM	315405100	22	16,750	SH	DEF
FIDELITY NATL INFORMATION SV	COM	31620M106	26,503	371,819	SH	DEF
FIFTH THIRD BANCORP	COM	316773100	424	170,839	SH	DEF
FINANCIAL FED CORP	COM	317492106	2,233	53,660	SH	DEF
FINISAR	COM	31787A101	52	133,762	SH	DEF
FINISH LINE INC	CL A	317923100	523	80,699	SH	DEF
FIRST HORIZON NATL CORP	COM	320517105	463	45,606	SH	DEF
FIRST INDUSTRIAL REALTY TRUS	COM	32054K103	34	15,800	SH	DEF
FIRST MIDWEST BANCORP DEL	COM	320867104	1,203	149,262	SH	DEF

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/PRN PUT/CALL	INVEST DISCRE
FIRST NIAGARA FINL GP INC		COM 33582V108	6,341	597,064	SH	DEF
FIRST ACCEPTANCE CORP		COM 318457108	42	17,000	SH	DEF
FIRST AMERN CORP CALIF		COM 318522307	4,302	165,600	SH	DEF
FIRST BANCORP P R		COM 318672102	11,580	182,299	SH	DEF
FIRST COMWLTH FINL CORP PA		COM 319829107	392	22,800	SH	DEF
FIRSTENERGY CORP		COM 337932107	7,642	197,103	SH	DEF
FIRSTMERIT CORP		COM 337915102	7,275	419,094	SH	DEF
FISERV INC		COM 337738108	27,163	768,625	SH	DEF
FLIR SYS INC		COM 302445101	25,335	1,240,705	SH	DEF
FLOWERS FOODS INC		COM 343498101	9,763	422,267	SH	DEF
FLOWSERVE CORP		COM 34354P105	9,199	166,891	SH	DEF
FLUOR CORP NEW		COM 343412102	14,884	427,330	SH	DEF
FNB CORP PA		COM 302520101	705	48,796	SH	DEF
FOOT LOCKER INC		COM 344849104	10,912	515,671	SH	DEF
FORD MTR CO DEL	COM PAR \$0.01	345370860	1,435	520,029	SH	DEF
FOREST LABS INC		COM 345838106	20,348	950,845	SH	DEF
FOREST OIL CORP	COM PAR \$0.01	346091705	2,122	80,270	SH	DEF
FORRESTER RESH INC		COM 346563109	1,345	65,500	SH	DEF
FORTUNE BRANDS INC		COM 349631101	8,952	364,065	SH	DEF
FOSSIL INC		COM 349882100	7,993	497,680	SH	DEF
FPL GROUP INC		COM 302571104	17,072	344,968	SH	DEF
FRANKLIN ELEC INC		COM 353514102	1,811	81,700	SH	DEF
FREDS INC	CL A	356108100	1,060	93,000	SH	DEF
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	762	4,000	SH	DEF
FRONTIER FINL CORP WASH		COM 35907K105	95	87,999	SH	DEF
FRONTIER OIL CORP		COM 35914P105	4,938	380,980	SH	DEF
FUELCELL ENERGY INC		COM 35952H106	46	19,800	SH	DEF
FULLER H B CO		COM 359694106	5,712	440,385	SH	DEF
FX ENERGY INC		COM 302695101	58	19,300	SH	DEF
GALLAGHER ARTHUR J & CO		COM 363576109	10,394	623,508	SH	DEF
GANNETT INC		COM 364730101	154	68,277	SH	DEF
GARDNER DENVER INC		COM 365558105	7,371	345,388	SH	DEF
GARTNER INC		COM 366651107	2,045	190,210	SH	DEF
GENCORP INC		COM 368682100	48	23,350	SH	DEF
GENERAL DYNAMICS CORP		COM 369550108	59,525	702,938	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

GENERAL ELECTRIC CO	COM	369604103	155,118	15,621,102	SH	DEF
GENERAL GROWTH PPTYS INC	COM	370021107	8	14,950	SH	DEF
GENERAL MLS INC	COM	370334104	24,743	492,292	SH	DEF
GENERAL MTRS CORP	COM	370442105	656	242,894	SH	DEF
GENERAL ELECTRIC CO.	COM	369604103	10,132	1,002,196	SH	DEF
GENESCO INC	COM	371532102	865	45,760	SH	DEF
GENESEE & WYO INC	CL A	371559105	2,922	135,012	SH	DEF
GENTEX CORP	COM	371901109	265	27,200	SH	DEF
GENTIVA HEALTH SERVICES INC	COM	37247A102	1,313	89,079	SH	DEF
GENUINE PARTS CO	COM	372460105	2,030	68,296	SH	DEF
GENZYME CORP	COM	372917104	10,219	173,358	SH	DEF
GERDAU AMERISTEEL CORP	COM	37373P105	1,758	559,700	SH	DEF
GERON CORP	COM	374163103	120	27,200	SH	DEF

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/PRN PUT/CALL	INVEST DISCRE
GEVITY HR INC		COM 374393106	142	35,700	SH	DEF
GILEAD SCIENCES INC		COM 375558103	253,387	2,777,150	SH	DEF
GLATFELTER		COM 377316104	357	55,190	SH	DEF
GLIMCHER RLTY TR	SH BEN	INT 379302102	18	14,150	SH	DEF
GLOBAL PMTS INC		COM 37940X102	10,032	306,885	SH	DEF
GOLD FIELDS LTD NEW	SPONSORED	ADR 38059T106	8,683	262,172	SH	DEF
GOLDCORP INC NEW		COM 380956409	29,430	868,386	SH	DEF
GOODRICH CORP		COM 382388106	7,759	205,328	SH	DEF
GOODYEAR TIRE & RUBR CO		COM 382550101	1,425	230,210	SH	DEF
GRACO INC		COM 384109104	574	33,750	SH	DEF
GRANITE CONSTR INC		COM 387328107	3,320	89,220	SH	DEF
GRAY TELEVISION INC		COM 389375106	65	58,750	SH	DEF
GREAT ATLANTIC & PAC TEA INC		COM 390064103	60	11,450	SH	DEF
GREAT PLAINS ENERGY INC		COM 391164100	766	57,300	SH	DEF
GREATBATCH INC		COM 39153L106	3,778	196,881	SH	DEF
GREIF INC		CL A 397624107	2,086	63,092	SH	DEF
GRIFFON CORP		COM 398433102	874	115,004	SH	DEF
GROUPE CGI INC	CL A SUB	VTG 39945C109	7,878	507,616	SH	DEF
GRUPO TELEVISIA SA	SP ADR REP	ORD 40049J206	441	32,311	SH	DEF
GRUPO TELEVISIA SA DE CV	SP ADR REP	ORD 40049J206	527	19,598	SH	DEF
GUESS INC		COM 401617105	2,629	132,784	SH	DEF
HAIN CELESTIAL GROUP INC		COM 405217100	631	43,533	SH	DEF
HALLIBURTON CO		COM 406216101	22,390	1,415,325	SH	DEF
HANOVER INS GROUP INC		COM 410867105	7,223	126,772	SH	DEF
HANSEN NAT CORP		COM 411310105	2,962	83,450	SH	DEF
HARMAN INTL INDS INC		COM 413086109	289	21,845	SH	DEF
HARRIS CORP DEL		COM 413875105	4,615	165,517	SH	DEF
HARSCO CORP		COM 415864107	1,116	51,490	SH	DEF
HARTE-HANKS INC		COM 416196103	422	80,000	SH	DEF
HARTFORD FINL SVCS GROUP INC		COM 416515104	925	120,004	SH	DEF
HARVEST NATURAL RESOURCES IN		COM 41754V103	187	56,700	SH	DEF
HASBRO INC		COM 418056107	4,950	198,566	SH	DEF
HAWAIIAN ELEC INDUSTRIES		COM 419870100	1,270	93,472	SH	DEF
HCC INS HLDGS INC		COM 404132102	2,368	95,929	SH	DEF
HEALTH CARE REIT INC		COM 42217K106	3,624	128,750	SH	DEF
HEALTH MGMT ASSOC INC NEW		CL A 421933102	1,585	654,800	SH	DEF
HEALTH NET INC		COM 42222G108	3,406	243,108	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

HEALTHCARE SVCS GRP INC	COM	421906108	204	13,650	SH	DEF
HEARTLAND EXPRESS INC	COM	422347104	7,535	528,038	SH	DEF
HECLA MNG CO	COM	422704106	70	37,400	SH	DEF
HEICO CORP NEW	COM	422806109	282	11,850	SH	DEF
HEINZ H J CO	COM	423074103	14,817	446,437	SH	DEF
HERSHEY CO	COM	427866108	5,405	77,789	SH	DEF
HEWLETT PACKARD CO	COM	428236103	173,400	5,398,518	SH	DEF
HEXCEL CORP NEW	COM	428291108	1,986	309,400	SH	DEF
HIGHWOODS PPTYS INC	COM	431284108	4,029	208,320	SH	DEF
HNI CORP	COM	404251100	579	57,888	SH	DEF
HOLLY CORP	COM PAR	\$0.01 435758305	3,120	147,788	SH	DEF

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/ PRN PUT/CALL DISCRE	INVEST DISCRE
HOLOGIC INC	COM	436440101	4,540	350,024	SH	DEF
HOME DEPOT INC	COM	437076102	65,570	2,804,543	SH	DEF
HOME DEPOT, INC.	COM	437076102	8,214	348,646	SH	DEF
HOME PROPERTIES INC	COM	437306103	2,749	95,600	SH	DEF
HONEYWELL INTERNATIONAL, INC.	COM	438516106	10,418	373,928	SH	DEF
HORACE MANN EDUCATORS CORP N	COM	440327104	2,346	297,300	SH	DEF
HORMEL FOODS CORP	COM	440452100	2,544	80,900	SH	DEF
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	4,897	442,410	SH	DEF
HOT TOPIC INC	COM	441339108	1,109	101,400	SH	DEF
HOVNIANIAN ENTERPRISES INC	CL A	442487203	33	21,750	SH	DEF
HRPT PPTYS TR	COM SH BEN INT	40426W101	51	17,300	SH	DEF
HSBC HLDGS PLC	SPON ADR NEW	404280406	960	18,000	SH	DEF
HUBBELL INC	CL B	443510201	4,538	171,820	SH	DEF
HUMAN GENOME SCIENCES INC	COM	444903108	1,386	1,523,448	SH	DEF
HUMANA INC	COM	444859102	3,308	131,573	SH	DEF
HUNT J B TRANS SVCS INC	COM	445658107	35,207	1,479,917	SH	DEF
HUNTINGTON BANCSHARES INC	COM	446150104	155	107,444	SH	DEF
HUTCHINSON TECHNOLOGY INC	COM	448407106	340	123,250	SH	DEF
HYPERCOM CORP	COM	44913M105	33	33,000	SH	DEF
IAMGOLD CORP	COM	450913108	4,712	583,200	SH	DEF
IBERIABANK CORP	COM	450828108	285	6,550	SH	DEF
ICICI BANK LTD.	ADR	45104G104	924	69,500	SH	DEF
ICICI BK LTD	ADR	45104G104	12,155	479,297	SH	DEF
IDACORP INC	COM	451107106	3,961	169,860	SH	DEF
IDEX CORP	COM	45167R104	4,552	211,110	SH	DEF
II VI INC	COM	902104108	327	19,170	SH	DEF
ILLINOIS TOOL WKS INC	COM	452308109	60,451	1,991,154	SH	DEF
ILLUMINA INC	COM	452327109	311	8,450	SH	DEF
IMATION CORP	COM	45245A107	1,412	190,520	SH	DEF
IMS HEALTH INC	COM	449934108	6,889	562,848	SH	DEF
INCYTE CORP	COM	45337C102	1,408	631,500	SH	DEF
INFORMATICA CORP	COM	45666Q102	1,970	139,335	SH	DEF
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	7,014	135,572	SH	DEF
INGRAM MICRO INC	CL A	457153104	5,210	416,134	SH	DEF
INSIGHT ENTERPRISES INC	COM	45765U103	512	167,870	SH	DEF
INSPIRE PHARMACEUTICALS INC	COM	457733103	39	10,100	SH	DEF
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	3,122	684,600	SH	DEF
INTEL CORP	COM	458140100	317,754	11,093,054	SH	DEF
INTEL CORP.	COM	458140100	10,327	686,187	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

INTERMUNE INC	COM	45884X103	4,613	277,700	SH	DEF
INTERNATIONAL BANCSHARES COR	COM	459044103	1,085	147,450	SH	DEF
INTERNATIONAL GAME TECHNOLOG	COM	459902102	2,602	283,092	SH	DEF
INTERNATIONAL RECTIFIER CORP	COM	460254105	157	11,685	SH	DEF
INTERPUBLIC GROUP COS INC	COM	460690100	5,916	1,418,645	SH	DEF
INTL PAPER CO	COM	460146103	8,299	1,123,061	SH	DEF
INTUITIVE SURGICAL INC	COM NEW	46120E602	2,855	15,200	SH	DEF
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	6,717	276,287	SH	DEF
IRON MTN INC	COM	462846106	916	42,300	SH	DEF

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/PRN PUT/CALL	INVEST DISCRE
ISHARES FTSE/XINHUA CHINA 25 INDEX FUND	FTSE XNHUA IDX	464287184	2,104	73,762	SH	DEF
ISHARES MSCI EAFE INDEX FUND	MSCI EAFE IDX	464287465	2,742	72,943	SH	DEF
ISHARES MSCI EMERGING MARKETS INDEX FUND	MSCI EMERG MKT	464287234	3,189	128,545	SH	DEF
ISHARES MSCI SOUTH KOREA INDEX FUND	MSCI S KOREA	464286772	1,332	46,789	SH	DEF
ISHARES MSCI TAIWAN INDEX FUND	MSCI TAIWAN	464286731	1,687	209,000	SH	DEF
ISHARES S&P GLOBAL ENERGY SECTOR INDEX FUND	S&P GBL ENER	464287341	876	33,058	SH	DEF
ISIS PHARMACEUTICALS INC	COM	464330109	2,567	173,200	SH	DEF
ITRON INC	COM	465741106	2,643	55,130	SH	DEF
ITT CORP NEW	COM	450911102	53,810	466,857	SH	DEF
J & J SNACK FOODS CORP	COM	466032109	1,422	41,740	SH	DEF
JABIL CIRCUIT INC	COM	466313103	291	53,224	SH	DEF
JACOBS ENGR GROUP INC DEL	COM	469814107	10,148	263,050	SH	DEF
JAKKS PAC INC	COM	47012E106	910	72,857	SH	DEF
JANUS CAP GROUP INC	COM	47102X105	215	35,347	SH	DEF
JEFFERIES GROUP INC NEW	COM	472319102	1,190	91,300	SH	DEF
JOHNSON & JOHNSON	COM	478160104	195,360	3,685,344	SH	DEF
JOHNSON & JOHNSON	COM	478160104	983	18,686	SH	DEF
JOHNSON CTLS INC	COM	478366107	2,886	244,536	SH	DEF
JONES APPAREL GROUP INC	COM	480074103	69	15,650	SH	DEF
JOY GLOBAL INC	COM	481165108	4,344	205,299	SH	DEF
JPMORGAN & CHASE & CO	COM	46625H100	353,672	6,310,042	SH	DEF
JUNIPER NETWORKS INC	COM	48203R104	11,860	784,384	SH	DEF
KB HOME	COM	48666K109	299	21,731	SH	DEF
KELLOGG CO	COM	487836108	6,367	174,523	SH	DEF
KELLY SVCS INC	CL A	488152208	1,086	135,970	SH	DEF
KENSEY NASH CORP	COM	490057106	1,273	64,860	SH	DEF
KEYCORP NEW	COM	493267108	910	124,954	SH	DEF
KILROY RLTY CORP	COM	49427F108	1,889	117,253	SH	DEF
KIMBERLY CLARK CORP	COM	494368103	33,944	731,711	SH	DEF
KIMBERLY-CLARK CORP.	COM	494368103	10,296	223,287	SH	DEF
KIMCO REALTY CORP	COM	49446R109	2,290	328,486	SH	DEF
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	12,123	262,064	SH	DEF
KINDER MORGAN ENERGY PARTNERS LP	UT LTD PARTNER	494550106	494	10,581	SH	DEF
KINETIC CONCEPTS INC	COM NEW	49460W208	1,857	90,540	SH	DEF
KING PHARMACEUTICALS INC	COM	495582108	528	76,351	SH	DEF
KINROSS GOLD CORP	COM NO PAR	496902404	22,229	1,239,491	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

KIRBY CORP	COM	497266106	6,432	246,435	SH	DEF
KLA-TENCOR CORP	COM	482480100	1,027	51,119	SH	DEF
KOHL'S CORP	COM	500255104	10,160	244,049	SH	DEF
KORN FERRY INTL	COM NEW	500643200	1,385	155,650	SH	DEF
KRAFT FOODS INC	CL A	50075N104	97,592	2,234,239	SH	DEF
KRAFT FOODS, INC.	CL A	50075N104	10,455	469,046	SH	DEF
KRISPY KREME DOUGHNUTS INC	COM	501014104	26	16,050	SH	DEF

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/PRN PUT/CALL	INVEST DISCRE
KROGER CO	COM	501044101	11,981	558,559	SH	DEF
K-SWISS INC	CL A	482686102	326	38,400	SH	DEF
KT CORP	SPONSORED ADR	48268K101	12,039	437,146	SH	DEF
KT CORP.	SPONSORED ADR	48268K101	703	51,015	SH	DEF
KULICKE & SOFFA INDS INC	COM	501242101	51	20,900	SH	DEF
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	11,602	171,833	SH	DEF
LACLEDE GROUP INC	COM	505597104	592	15,470	SH	DEF
LAM RESEARCH CORP	COM	512807108	3,744	167,276	SH	DEF
LANDAUER INC	COM	51476K103	1,212	24,300	SH	DEF
LANDEC CORP	COM	514766104	68	12,400	SH	DEF
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	1,253	228,211	SH	DEF
LATTICE SEMICONDUCTOR CORP	COM	518415104	56	40,100	SH	DEF
LAUDER ESTEE COS INC	CL A	518439104	1,729	70,156	SH	DEF
LAYNE CHRISTENSEN CO	COM	521050104	180	10,860	SH	DEF
LEAR CORP	COM	521865105	122	152,250	SH	DEF
LEE ENTERPRISES INC	COM	523768109	13	43,933	SH	DEF
LEGG MASON INC	COM	524901105	915	30,615	SH	DEF
LEGGETT & PLATT INC	COM	524660107	18,277	1,426,777	SH	DEF
LEGGETT & PLATT, INC.	COM	524660107	11,246	865,734	SH	DEF
LENNAR CORP	CL A	526057104	559	64,145	SH	DEF
LENNOX INTL INC	COM	526107107	3,099	117,250	SH	DEF
LEUCADIA NATL CORP	COM	527288104	607	44,027	SH	DEF
LEXINGTON REALTY TRUST	COM	529043101	1,049	237,260	SH	DEF
LIBBEY INC	COM	529898108	9	10,300	SH	DEF
LIBERTY PPTY TR	SH BEN INT	531172104	4,656	264,700	SH	DEF
LIFEPOINT HOSPITALS INC	COM	53219L109	2,187	108,050	SH	DEF
LILLY ELI & CO	COM	532457108	37,344	1,137,142	SH	DEF
LIMITED BRANDS INC	COM	532716107	586	67,366	SH	DEF
LINCARE HLDGS INC	COM	532791100	2,462	115,428	SH	DEF
LINCOLN NATL CORP IND	COM	534187109	698	108,903	SH	DEF
LINDSAY CORP	COM	535555106	206	3,750	SH	DEF
LOCKHEED MARTIN CORP	COM	539830109	25,214	365,372	SH	DEF
LORILLARD, INC.	COM	544147101	9,971	161,498	SH	DEF
LOUISIANA PAC CORP	COM	546347105	111	53,800	SH	DEF
LOWES COS INC	COM	548661107	16,835	912,474	SH	DEF
LSI CORPORATION	COM	502161102	895	146,752	SH	DEF
LSI INDS INC	COM	50216C108	68	13,148	SH	DEF
LTC PPTYS INC	COM	502175102	217	12,900	SH	DEF
LUBRIZOL CORP	COM	549271104	285	8,500	SH	DEF
LUFKIN INDS INC	COM	549764108	699	18,972	SH	DEF
LYDALL INC DEL	COM	550819106	295	99,010	SH	DEF
M & T BK CORP	COM	55261F104	5,513	125,285	SH	DEF
M D C HLDGS INC	COM	552676108	2,684	84,980	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

M/I HOMES INC	COM	55305B101	525	73,590	SH	DEF
MACK CALI RLTY CORP	COM	554489104	2,772	150,830	SH	DEF
MACY'S, INC.	COM	55616P104	496	55,720	SH	DEF
MADDEN STEVEN LTD	COM	556269108	257	13,850	SH	DEF
MAGNA INTL INC	CL A	559222401	4,604	86,117	SH	DEF

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/PRN PUT/CALL	INVEST DISCRE
MANHATTAN ASSOCS INC	COM	562750109	1,518	92,400	SH	DEF
MANITOWOC INC	COM	563571108	92	30,040	SH	DEF
MANPOWER INC	COM	56418H100	4,599	149,960	SH	DEF
MARATHON OIL CORP	COM	565849106	97,544	3,831,251	SH	DEF
MARRIOTT INTL INC NEW	CL A	571903202	1,082	66,659	SH	DEF
MARSH & MCLENNAN COS INC	COM	571748102	7,953	400,443	SH	DEF
MARTEK BIOSCIENCES CORP	COM	572901106	1,129	60,880	SH	DEF
MARTIN MARIETTA MATLS INC	COM	573284106	1,698	21,450	SH	DEF
MARVEL ENTERTAINMENT INC	COM	57383T103	5,791	221,800	SH	DEF
MASCO CORP	COM	574599106	16,545	2,469,446	SH	DEF
MASCO CORP.	COM	574599106	12,436	1,781,706	SH	DEF
MASSEY ENERGY CORP	COM	576206106	1,110	107,960	SH	DEF
MASTEC INC	COM	576323109	156	13,200	SH	DEF
MATRIX SVC CO	COM	576853105	663	81,100	SH	DEF
MATTEL INC	COM	577081102	17,495	1,513,404	SH	DEF
MATTEL, INC.	COM	577081102	7,290	632,286	SH	DEF
MATTHEWS INTL CORP	CL A	577128101	3,301	117,380	SH	DEF
MATTSON TECHNOLOGY INC	COM	577223100	28	32,800	SH	DEF
MAXIMUS INC	COM	577933104	310	7,950	SH	DEF
MBIA INC	COM	55262C100	440	104,489	SH	DEF
MCAFFEE INC	COM	579064106	13,479	416,920	SH	DEF
MCDERMOTT INTL INC	COM	580037109	13,384	1,013,950	SH	DEF
MCDONALDS CORP	COM	580135101	52,951	982,033	SH	DEF
MCGRAW HILL COS INC	COM	580645109	2,345	103,445	SH	DEF
MCKESSON CORP	COM	58155Q103	18,755	519,253	SH	DEF
MCMORAN EXPLORATION CO	COM	582411104	3,944	803,251	SH	DEF
MDU RES GROUP INC	COM	552690109	1,665	105,487	SH	DEF
MEADOWBROOK INS GROUP INC	COM	58319P108	887	146,925	SH	DEF
MEADWESTVACO CORP	COM	583334107	14,698	1,234,067	SH	DEF
MEADWESTVACO CORP.	COM	583334107	7,578	632,040	SH	DEF
MECHEL OAO	SPONSORED ADR	583840103	584	139,947	SH	DEF
MEDAREX INC	COM	583916101	186	37,050	SH	DEF
MEDCATH CORP	COM	58404W109	178	24,650	SH	DEF
MEDIA GEN INC	CL A	584404107	97	26,550	SH	DEF
MEDIACOM COMMUNICATIONS CORP	CL A	58446K105	79	19,350	SH	DEF
MEDICINES CO	COM	584688105	3,546	347,654	SH	DEF
MEDICIS PHARMACEUTICAL CORP	CL A NEW	584690309	4,892	198,370	SH	DEF
MEDIS TECHNOLOGIES LTD	COM	58500P107	6	13,500	SH	DEF
MEDTRONIC INC	COM	585055106	61,948	1,063,025	SH	DEF
MEMC ELECTR MATLS INC	COM	552715104	1,706	102,668	SH	DEF
MENS WEARHOUSE INC	COM	587118100	1,011	66,221	SH	DEF
MENTOR GRAPHICS CORP	COM	587200106	13,311	1,530,041	SH	DEF
MERCK & CO INC	COM	589331107	86,287	3,249,991	SH	DEF
MERCK & CO., INC.	COM	589331107	14,860	555,504	SH	DEF
MERCURY COMPUTER SYS	COM	589378108	239	44,410	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

MEREDITH CORP	COM	589433101	1,467	88,691	SH	DEF
MERIDIAN BIOSCIENCE INC	COM	589584101	8,691	485,801	SH	DEF
MERIDIAN RESOURCE CORP	COM	58977Q109	4	16,550	SH	DEF

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/ PRN PUT/CALL	INVEST DISCRE
MERITAGE HOMES CORP		COM 59001A102	909	79,180	SH	DEF
METHANEX CORP		COM 59151K108	253	16,700	SH	DEF
METLIFE INC		COM 59156R108	18,272	849,872	SH	DEF
MGE ENERGY INC		COM 55277P104	288	9,250	SH	DEF
MGM MIRAGE		COM 552953101	462	8,950	SH	DEF
MICREL INC		COM 594793101	4,267	602,728	SH	DEF
MICROCHIP TECHNOLOGY INC		COM 595017104	890	42,080	SH	DEF
MICRON TECHNOLOGY INC		COM 595112103	3,662	943,873	SH	DEF
MICROS SYS INC		COM 594901100	12,044	629,593	SH	DEF
MICROSOFT CORP		COM 594918104	448,369	12,410,538	SH	DEF
MICROSOFT CORP.		COM 594918104	1,572	85,569	SH	DEF
MID-AMER APT CMNTYS INC		COM 59522J103	6,625	232,770	SH	DEF
MIDDLEBY CORP		COM 596278101	348	10,776	SH	DEF
MILLER HERMAN INC		COM 600544100	2,033	192,292	SH	DEF
MILLIPORE CORP		COM 601073109	707	12,505	SH	DEF
MINERALS TECHNOLOGIES INC		COM 603158106	6,333	201,610	SH	DEF
MIPS TECHNOLOGIES INC		COM 604567107	57	21,350	SH	DEF
MKS INSTRUMENT INC		COM 55306N104	9,748	663,161	SH	DEF
MOBILE TELESYSTEMS FINANCE SA	SPONSORED	ADR 607409109	1,397	46,700	SH	DEF
MOBILE TELESYSTEMS OJSC	SPONSORED	ADR 607409109	2,120	35,781	SH	DEF
MODINE MFG CO		COM 607828100	26	10,650	SH	DEF
MOLEX INC		COM 608554101	520	38,555	SH	DEF
MOLSON COORS BREWING CO		CL B 60871R209	4,867	142,108	SH	DEF
MONSANTO CO NEW		COM 61166W101	60,923	736,143	SH	DEF
MOODYS CORP		COM 615369105	1,539	70,292	SH	DEF
MOOG INC		CL A 615394202	11,443	506,121	SH	DEF
MPS GROUP INC		COM 553409103	2,110	358,315	SH	DEF
MSC INDL DIRECT INC		CL A 553530106	4,350	143,600	SH	DEF
MURPHY OIL CORP		COM 626717102	35,498	779,837	SH	DEF
NACCO INDS INC		CL A 629579103	305	12,640	SH	DEF
NASH FINCH CO		COM 631158102	742	26,780	SH	DEF
NATIONAL FUEL GAS CO N J		COM 636180101	2,668	86,680	SH	DEF
NATIONAL HEALTH INVS INC		COM 63633D104	233	9,107	SH	DEF
NATIONAL SEMICONDUCTOR CORP		COM 637640103	11,670	1,146,323	SH	DEF
NATIONWIDE HEALTH PPTYS INC		COM 638620104	6,408	318,650	SH	DEF
NAUTILUS INC		COM 63910B102	8	12,200	SH	DEF
NBT BANCORP INC		COM 628778102	1,150	55,400	SH	DEF
NBTY INC		COM 628782104	384	26,850	SH	DEF
NCI BUILDING SYS INC		COM 628852105	264	111,020	SH	DEF
NCR CORP NEW		COM 62886E108	3,573	447,130	SH	DEF
NEKTAR THERAPEUTICS		COM 640268108	2,182	409,474	SH	DEF
NETFLIX INC		COM 64110L106	3,043	72,410	SH	DEF
NEW JERSEY RES		COM 646025106	3,137	91,979	SH	DEF
NEW YORK CMNTY BANCORP INC		COM 649445103	21,093	991,200	SH	DEF
NEW YORK TIMES CO		CL A 650111107	129	27,816	SH	DEF
NEWELL RUBBERMAID INC		COM 651229106	16,869	2,652,377	SH	DEF
NEWELL RUBBERMAID, INC.		COM 651229106	7,742	1,213,448	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/ PRN PUT/CALL	INVEST DISCRE
NEWMARKET CORP		COM 651587107	2,257	26,200	SH	DEF
NEWMONT MINING CORP		COM 651639106	51,099	1,128,013	SH	DEF
NEWPORT CORP		COM 651824104	299	67,250	SH	DEF
NEXEN INC		COM 65334H102	49,378	2,948,705	SH	DEF
NICOR INC		COM 654086107	1,017	30,986	SH	DEF
NII HLDGS INC	CL B NEW	62913F201	1,175	82,374	SH	DEF
NIKE INC	CL B	654106103	14,046	303,634	SH	DEF
NIPPON TELEG & TEL CORP	SPONSORED ADR	654624105	5,232	133,400	SH	DEF
NISOURCE INC		COM 65473P105	15,691	1,617,617	SH	DEF
NISOURCE, INC.		COM 65473P105	981	100,106	SH	DEF
NOBLE ENERGY INC		COM 655044105	4,817	92,271	SH	DEF
NORDSON CORP		COM 655663102	6,225	226,453	SH	DEF
NORDSTROM INC		COM 655664100	2,280	135,893	SH	DEF
NORFOLK SOUTHERN CORP		COM 655844108	9,006	271,831	SH	DEF
NORTHEAST UTILS		COM 664397106	2,878	133,743	SH	DEF
NORTHERN TR CORP		COM 665859104	22,785	399,807	SH	DEF
NORTHGATE MINERALS CORP		COM 666416102	274	208,500	SH	DEF
NORTHROP GRUMMAN CORP		COM 666807102	20,780	477,806	SH	DEF
NOVARTIS A G	SPONSORED ADR	66987V109	27,907	254,509	SH	DEF
NOVARTIS AG	SPONSORED ADR	66987V109	9,628	254,509	SH	DEF
NOVATEL WIRELESS INC	COM NEW	66987M604	597	103,680	SH	DEF
NOVAVAX INC	COM	670002104	12	14,050	SH	DEF
NOVELL INC	COM	670006105	354	82,190	SH	DEF
NRG ENERGY INC	COM NEW	629377508	1,865	109,402	SH	DEF
NSTAR	COM	67019E107	32,039	1,017,113	SH	DEF
NU SKIN ENTERPRISES INC	CL A	67018T105	206	20,250	SH	DEF
NUCOR CORP	COM	670346105	11,043	289,917	SH	DEF
NVIDIA CORP	COM	67066G104	5,439	265,231	SH	DEF
NYSE EURONEXT	COM	629491101	8,632	482,243	SH	DEF
O REILLY AUTOMOTIVE INC	COM	686091109	1,082	30,869	SH	DEF
OCCIDENTAL PETE CORP DEL	COM	674599105	104,009	1,850,695	SH	DEF
OCEANEERING INTL INC	COM	675232102	2,552	67,800	SH	DEF
ODYSSEY RE HLDGS CORP	COM	67612W108	628	16,850	SH	DEF
OFFICE DEPOT INC	COM	676220106	79	61,374	SH	DEF
OGE ENERGY CORP	COM	670837103	12,071	512,369	SH	DEF
OGE ENERGY CORP.	COM	670837103	9,615	403,671	SH	DEF
OIL STS INTL INC	COM	678026105	1,850	133,030	SH	DEF
OLD DOMINION FGHT LINES INC	COM	679580100	5,769	248,972	SH	DEF
OLD NATL BANCORP IND	COM	680033107	4,994	482,054	SH	DEF
OLD REP INTL CORP	COM	680223104	890	86,600	SH	DEF
OLIN CORP	COM PAR \$1	680665205	2,709	196,890	SH	DEF
OMEGA HEALTHCARE INVS INC	COM	681936100	1,944	148,540	SH	DEF
OMNICARE INC	COM	681904108	10,938	452,185	SH	DEF
OMNICOM GROUP INC	COM	681919106	16,041	697,132	SH	DEF
OMNIVISION TECHNOLOGIES INC	COM	682128103	313	44,840	SH	DEF
ON ASSIGNMENT INC	COM	682159108	510	186,040	SH	DEF
ONEOK INC NEW	COM	682680103	2,655	119,180	SH	DEF
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	3,197	80,000	SH	DEF
ONLINE RES CORP	COM	68273G101	60	14,700	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/ PRN PUT/CALL	INVEST DISCRE
OPEN TEXT CORP	COM	683715106	791	23,000	SH	DEF
ORACLE CORP	COM	68389X105	111,266	6,300,463	SH	DEF
ORASURE TECHNOLOGIES INC	COM	68554V108	48	18,950	SH	DEF
ORBITAL SCIENCES CORP	COM	685564106	1,861	154,300	SH	DEF
ORTHOVITA INC	COM	68750U102	61	22,500	SH	DEF
OSHKOSH CORP	COM	688239201	851	59,900	SH	DEF
OSI PHARMACEUTICALS INC	COM	671040103	10,989	287,075	SH	DEF
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	1,609	70,550	SH	DEF
OWENS & MINOR INC NEW	COM	690732102	10,400	307,414	SH	DEF
OWENS ILL INC	COM NEW	690768403	1,372	95,585	SH	DEF
OXFORD INDS INC	COM	691497309	84	13,000	SH	DEF
P F CHANGS CHINA BISTRO INC	COM	69333Y108	3,816	166,057	SH	DEF
PACCAR INC	COM	693718108	271,511	2,161,713	SH	DEF
PACIFIC SUNWEAR CALIF INC	COM	694873100	31	19,177	SH	DEF
PACKAGING CORP AMER	COM	695156109	1,114	86,550	SH	DEF
PACTIV CORP	COM	695257105	7,049	494,679	SH	DEF
PAIN THERAPEUTICS INC	COM	69562K100	55	13,200	SH	DEF
PALL CORP	COM	696429307	1,078	52,873	SH	DEF
PALM INC NEW	COM	696643105	1,168	138,050	SH	DEF
PANERA BREAD CO	CL A	69840W108	3,391	61,850	SH	DEF
PANTRY INC	COM	698657103	212	12,600	SH	DEF
PAPA JOHNS INTL INC	COM	698813102	6,566	286,224	SH	DEF
PARALLEL PETE CORP DEL	COM	699157103	21	17,000	SH	DEF
PAREXEL INTL CORP	COM	699462107	276	28,700	SH	DEF
PARK ELECTROCHEMICAL CORP	COM	700416209	200	11,500	SH	DEF
PARKER DRILLING CO	COM	701081101	218	116,980	SH	DEF
PARKER HANNIFIN CORP	COM	701094104	1,519	45,028	SH	DEF
PARKWAY PPTYS INC	COM	70159Q104	557	56,790	SH	DEF
PATTERSON COMPANIES INC	COM	703395103	585	30,555	SH	DEF
PATTERSON UTI ENERGY INC	COM	703481101	34,290	3,735,278	SH	DEF
PAYCHEX INC	COM	704326107	20,750	82,408	SH	DEF
PEABODY ENERGY CORP	COM	704549104	52,157	1,041,472	SH	DEF
PEETS COFFEE & TEA INC	COM	705560100	366	17,150	SH	DEF
PENN VA CORP	COM	707882106	1,681	157,730	SH	DEF
PENNEY J C INC	COM	708160106	3,414	167,175	SH	DEF
PENNSYLVANIA RL ESTATE INVT	SH BEN INT	709102107	358	106,400	SH	DEF
PEOPLES BANCORP INC	COM	709789101	195	15,350	SH	DEF
PEP BOYS MANNY MOE & JACK	COM	713278109	58	13,100	SH	DEF
PEPCO HOLDINGS INC	COM	713291102	647	52,830	SH	DEF
PEPSI BOTTLING GROUP INC	COM	713409100	14,364	649,947	SH	DEF
PEPSIAMERICAS INC	COM	71343P200	545	31,867	SH	DEF
PERFICIENT INC	COM	71375U101	726	137,160	SH	DEF
PERINI CORP	COM	713839108	274	23,050	SH	DEF
PERKINELMER INC	COM	714046109	5,808	469,163	SH	DEF
PEROT SYS CORP	CL A	714265105	557	43,800	SH	DEF
PERRIGO CO	COM	714290103	2,795	112,610	SH	DEF
PETRO-CDA	COM	71644E102	10,437	387,219	SH	DEF
PETROCHINA CO LTD	SPONSORED ADR	71646E100	17,182	108,500	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/ PRN PUT/CALL	INVEST DISCRE
PETROLEO BRASILEIRO SA	SP ADR NON	VTG 71654V101	8,370	341,613	SH	DEF
PETROLEO BRASILEIRO SA PETRO	SP ADR NON	VTG 71654V101	25,262	511,790	SH	DEF
PETROLEO BRASILEIRO SA PETRO	SPONSORED	ADR 71654V408	16,181	131,167	SH	DEF
PETSMART INC		COM 716768106	5,363	251,541	SH	DEF
PFIZER INC		COM 717081103	165,404	12,073,273	SH	DEF
PFIZER, INC.		COM 717081103	14,762	1,083,844	SH	DEF
PG&E CORP		COM 69331C108	41,104	1,080,820	SH	DEF
PHILIP MORRIS INTERNATIONAL, INC.		COM 718172109	9,937	279,274	SH	DEF
PHILLIPS VAN HEUSEN CORP		COM 718592108	3,455	150,480	SH	DEF
PIEDMONT NAT GAS INC		COM 720186105	2,425	93,550	SH	DEF
PINNACLE ENTMT INC		COM 723456109	108	15,400	SH	DEF
PINNACLE WEST CAP CORP		COM 723484101	682	26,231	SH	DEF
PIONEER NAT RES CO		COM 723787107	1,760	104,700	SH	DEF
PITNEY BOWES INC		COM 724479100	44,431	1,924,256	SH	DEF
PITNEY BOWES, INC.		COM 724479100	10,929	468,039	SH	DEF
PLANTRONICS INC NEW		COM 727493108	285	24,997	SH	DEF
PLAYBOY ENTERPRISES INC	CL B	728117300	27	14,600	SH	DEF
PLEXUS CORP		COM 729132100	10,133	723,290	SH	DEF
PLUG POWER INC		COM 72919P103	25	34,350	SH	DEF
PLUM CREEK TIMBER CO INC		COM 729251108	5,070	187,843	SH	DEF
PLX TECHNOLOGY INC		COM 693417107	35	14,350	SH	DEF
PMC-SIERRA INC		COM 69344F106	669	104,110	SH	DEF
PMI GROUP INC		COM 69344M101	21	34,800	SH	DEF
PNC FINL SVCS GROUP INC		COM 693475105	23,615	883,810	SH	DEF
PNM RES INC		COM 69349H107	568	69,820	SH	DEF
POLARIS INDS INC		COM 731068102	3,451	160,284	SH	DEF
POLO RALPH LAUREN CORP	CL A	731572103	2,368	55,623	SH	DEF
POPULAR INC		COM 733174106	113	28,200	SH	DEF
POSCO	SPONSORED	ADR 693483109	7,131	54,935	SH	DEF
POST PPTYS INC		COM 737464107	344	35,750	SH	DEF
POTASH CORP SASK INC		COM 73755L107	7,061	85,550	SH	DEF
POWER-ONE INC		COM 739308104	23	26,250	SH	DEF
PPG INDS INC		COM 693506107	19,674	533,612	SH	DEF
PPL CORP		COM 69351T106	5,047	180,884	SH	DEF
PRE PAID LEGAL SVCS INC		COM 740065107	1,313	22,728	SH	DEF
PRECISION CASTPARTS CORP		COM 740189105	15,281	256,303	SH	DEF
PREMIERE GLOBAL SVCS INC		COM 740585104	28	27,050	SH	DEF
PRESIDENTIAL LIFE CORP		COM 740884101	438	58,050	SH	DEF
PRIDE INTL INC DEL		COM 74153Q102	5,602	306,600	SH	DEF
PRINCIPAL FINANCIAL GROUP IN		COM 74251V102	453	56,752	SH	DEF
PROASSURANCE CORP		COM 74267C106	6,435	142,501	SH	DEF
PROCTER & GAMBLE CO		COM 742718109	216,716	4,583,667	SH	DEF
PROCTER & GAMBLE CO.		COM 742718109	743	15,776	SH	DEF
PROGRESS ENERGY INC		COM 743263105	2,489	69,026	SH	DEF
PROGRESS SOFTWARE CORP		COM 743312100	6,016	357,661	SH	DEF
PROGRESSIVE CORP OHIO		COM 743315103	1,827	142,826	SH	DEF
PROLOGIS	SH BEN	INT 743410102	2,801	532,430	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/PRN PUT/CALL	INVEST DISCRE
PROTECTIVE LIFE CORP	COM	743674103	1,653	332,545	SH	DEF
PRUDENTIAL FINL INC	COM	744320102	4,617	256,478	SH	DEF
PSS WORLD MED INC	COM	69366A100	2,173	150,710	SH	DEF
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	7,159	457,757	SH	DEF
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	18,990	668,883	SH	DEF
PULTE HOMES INC	COM	745867101	1,010	91,664	SH	DEF
QLOGIC CORP	COM	747277101	3,421	303,579	SH	DEF
QUALCOMM INC	COM	747525103	126,242	3,333,568	SH	DEF
QUANTA SVCS INC	COM	74762E102	16,458	765,110	SH	DEF
QUEST DIAGNOSTICS INC	COM	74834L100	1,834	38,981	SH	DEF
QUEST SOFTWARE INC	COM	74834T103	549	43,380	SH	DEF
QUESTAR CORP	COM	748356102	1,432	48,942	SH	DEF
QUICKSILVER RESOURCES INC	COM	74837R104	1,013	182,790	SH	DEF
QUIKSILVER INC	COM	74838C106	49	39,000	SH	DEF
RADIAN GROUP INC	COM	750236101	34	22,200	SH	DEF
RADIOSHACK CORP	COM	750438103	686	76,183	SH	DEF
RADISYS CORP	COM	750459109	1,109	181,520	SH	DEF
RAIT FINANCIAL TRUST	COM	749227104	54	22,300	SH	DEF
RANGE RES CORP	COM	75281A109	4,262	102,348	SH	DEF
RAYMOND JAMES FINANCIAL INC	COM	754730109	4,863	268,537	SH	DEF
RAYONIER INC	COM	754907103	13,148	461,509	SH	DEF
RAYONIER, INC.	COM	754907103	7,369	243,831	SH	DEF
RAYTHEON CO	COM NEW	755111507	23,956	617,435	SH	DEF
RC2 CORP	COM	749388104	244	42,840	SH	DEF
REALTY INCOME CORP	COM	756109104	1,519	88,190	SH	DEF
REGAL ENTMT GROUP	CL A	758766109	15,067	1,170,710	SH	DEF
REGENCY CTRS CORP	COM	758849103	3,000	122,116	SH	DEF
REGENERON PHARMACEUTICALS	COM	75886F107	1,470	103,633	SH	DEF
REGIS CORP MINN	COM	758932107	4,146	286,516	SH	DEF
RELIANCE STEEL & ALUMINUM CO	COM	759509102	3,597	138,600	SH	DEF
RENT A CTR INC NEW	COM	76009N100	4,060	210,460	SH	DEF
RENTECH INC	COM	760112102	46	83,000	SH	DEF
REPUBLIC SVCS INC	COM	760759100	1,938	115,224	SH	DEF
RES-CARE INC	COM	760943100	1,425	98,490	SH	DEF
RESEARCH IN MOTION LTD	COM	760975102	1,079	12,356	SH	DEF
RESMED INC	COM	761152107	2,370	68,700	SH	DEF
RESOURCES CONNECTION INC	COM	76122Q105	2,133	143,250	SH	DEF
REYNOLDS AMERICAN INC	COM	761713106	61,230	836,251	SH	DEF
REYNOLDS AMERICAN, INC.	COM	761713106	1,007	28,086	SH	DEF
RF MICRODEVICES INC	COM	749941100	70	52,300	SH	DEF
RIO TINTO PLC	SPONSORED ADR	767204100	36,996	139,084	SH	DEF
RITE AID CORP	COM	767754104	12	33,450	SH	DEF
ROBBINS & MYERS INC	COM	770196103	1,138	75,440	SH	DEF
ROBERT HALF INTL INC	COM	770323103	1,086	62,334	SH	DEF
ROCK-TENN CO	CL A	772739207	2,588	96,455	SH	DEF
ROCKWELL AUTOMATION INC	COM	773903109	1,593	73,002	SH	DEF
ROCKWELL COLLINS INC	COM	774341101	1,129	34,823	SH	DEF
ROFIN SINAR TECHNOLOGIES INC	COM	775043102	394	11,700	SH	DEF

COLUMN 1 COLUMN 2 COLUMN 3 COLUMN 4 COLUMN 5 COLUMN 6

Edgar Filing: ING GROEP NV - Form 13F-HR

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/ PRN PUT/CALL	INVEST DISCRE
ROGERS CORP	COM	775133101	5,704	76,380	SH	DEF
ROHM & HAAS CO	COM	775371107	8,399	106,870	SH	DEF
ROLLINS INC	COM	775711104	179	11,150	SH	DEF
ROPER INDS INC NEW	COM	776696106	47,972	1,148,206	SH	DEF
ROWAN COS INC	COM	779382100	1,256	102,316	SH	DEF
ROYAL BK CDA MONTREAL QUE	COM	780087102	43,557	508,589	SH	DEF
ROYAL GOLD INC	COM	780287108	930	20,870	SH	DEF
RPM INTL INC	COM	749685103	6,639	532,864	SH	DEF
RTI INTL METALS INC	COM	74973W107	296	25,880	SH	DEF
RUDDICK CORP	COM	781258108	3,759	166,540	SH	DEF
RYLAND GROUP INC	COM	783764103	6,415	374,275	SH	DEF
S & T BANCORP INC	COM	783859101	1,266	62,050	SH	DEF
SAFEWAY INC	COM NEW	786514208	8,261	409,570	SH	DEF
SAKS INC	COM	79377W108	55	29,650	SH	DEF
SALIX PHARMACEUTICALS INC	COM	795435106	718	77,490	SH	DEF
SANDISK CORP	COM	80004C101	781	64,350	SH	DEF
SANGAMO BIOSCIENCES INC	COM	800677106	91	21,450	SH	DEF
SAPIENT CORP	COM	803062108	139	31,400	SH	DEF
SARA LEE CORP.	COM	803111103	10,884	1,347,022	SH	DEF
SBA COMMUNICATIONS CORP	COM	78388J106	15,856	691,510	SH	DEF
SCANA CORP NEW	COM	80589M102	1,475	48,516	SH	DEF
SCANSOURCE INC	COM	806037107	1,289	71,176	SH	DEF
SCHEIN HENRY INC	COM	806407102	2,854	72,259	SH	DEF
SCHERING PLOUGH CORP	COM	806605101	30,922	1,309,688	SH	DEF
SCHLUMBERGER LTD	COM	806857108	1,004,746	2,221,317	SH	DEF
SCHNITZER STL INDS	CL A	806882106	324	10,550	SH	DEF
SCHOLASTIC CORP	COM	807066105	580	38,920	SH	DEF
SCHOOL SPECIALTY INC	COM	807863105	1,239	70,638	SH	DEF
SCHULMAN A INC	COM	808194104	3,062	116,590	SH	DEF
SCIENTIFIC GAMES CORP	CL A	80874P109	1,521	124,363	SH	DEF
SEAGATE TECHNOLOGY, INC.	SHS	G7945J104	464	77,123	SH	DEF
SEALED AIR CORP NEW	COM	81211K100	4,117	301,402	SH	DEF
SEATTLE GENETICS INC	COM	812578102	2,917	295,225	SH	DEF
SEI INVESTMENTS CO	COM	784117103	167	14,250	SH	DEF
SEMPRA ENERGY	COM	816851109	9,599	213,791	SH	DEF
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	5,781	442,283	SH	DEF
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	14,062	461,671	SH	DEF
SHAW GROUP INC	COM	820280105	4,217	152,560	SH	DEF
SHERWIN WILLIAMS CO	COM	824348106	7,264	139,346	SH	DEF
SIGMA ALDRICH CORP	COM	826552101	2,629	70,352	SH	DEF
SILGAN HOLDINGS INC	COM	827048109	14,435	278,783	SH	DEF
SILICONWARE PRECISION INDS L	SPONSD ADR	SPL 827084864	1,071	93,619	SH	DEF
SILVER STD RES INC	COM	82823L106	280	8,700	SH	DEF
SIMMONS 1ST NATL CORP	CL A \$1 PAR	828730200	374	7,550	SH	DEF
SIMPSON MANUFACTURING CO INC	COM	829073105	2,541	138,640	SH	DEF
SKYWEST INC	COM	830879102	2,535	204,742	SH	DEF
SL GREEN RLTY CORP	COM	78440X101	3,504	335,028	SH	DEF
SLM CORP	COM	78442P106	460	105,771	SH	DEF

COLUMN 1

COLUMN 2

COLUMN 3

COLUMN 4

COLUMN 5

COLUMN 6

TITLE OF

VALUE

OF

SH/
PRN

INVEST
DISCRE

Edgar Filing: ING GROEP NV - Form 13F-HR

NAME OF ISSUER	CLASS	CUSIP	(x 1000)	SHARES	PRN	PUT/CALL	DISCRE
SMITH A O	COM	831865209	1,352	54,564	SH		DEF
SMITH INTL INC	COM	832110100	22,366	995,823	SH		DEF
SMITHFIELD FOODS INC	COM	832248108	702	79,300	SH		DEF
SMUCKER J M CO	COM NEW	832696405	2,529	69,754	SH		DEF
SNAP ON INC	COM	833034101	1,765	70,072	SH		DEF
SOCIEDAD QUIMICA MINERA DE C	SPON ADR SER B	833635105	3,613	67,995	SH		DEF
SOCIEDAD QUIMICA Y MINERA DE CHILE SA	SPON ADR SER B	833635105	497	18,711	SH		DEF
SONICWALL INC	COM	835470105	251	55,970	SH		DEF
SONOCO PRODS CO	COM	835495102	2,150	103,712	SH		DEF
SONOSITE INC	COM	83568G104	1,312	72,600	SH		DEF
SOUTH FINL GROUP INC	COM	837841105	27	25,200	SH		DEF
SOUTH JERSEY INDS INC	COM	838518108	2,547	72,430	SH		DEF
SOUTHERN CO	COM	842587107	30,681	1,011,247	SH		DEF
SOUTHERN CO.	COM	842587107	11,068	361,479	SH		DEF
SOUTHERN COPPER CORP	COM	84265V105	1,179	69,250	SH		DEF
SOUTHWEST AIRLS CO	COM	844741108	1,086	175,986	SH		DEF
SOUTHWESTERN ENERGY CO	COM	845467109	18,222	600,000	SH		DEF
SPECTRA ENERGY CORP.	COM	847560109	7,509	531,022	SH		DEF
SPSS INC	COM	78462K102	3,811	138,229	SH		DEF
SPX CORP	COM	784635104	3,439	71,930	SH		DEF
ST JUDE MED INC	COM	790849103	89,367	2,437,718	SH		DEF
ST MARY LD & EXPL CO	COM	792228108	1,252	46,910	SH		DEF
STANDARD MICROSYSTEMS CORP	COM	853626109	1,325	69,799	SH		DEF
STANDARD PAC CORP NEW	COM	85375C101	131	140,550	SH		DEF
STANDARD REGISTER CO	COM	853887107	48	10,200	SH		DEF
STANLEY WKS	COM	854616109	678	23,374	SH		DEF
STAPLES INC	COM	855030102	11,600	638,040	SH		DEF
STAR SCIENTIFIC INC	COM	85517P101	93	21,650	SH		DEF
STATE STR CORP	COM	857477103	18,283	653,442	SH		DEF
STATOILHYDRO ASA	SPONSORED ADR	85771P102	11,055	211,900	SH		DEF
STEEL DYNAMICS INC	COM	858119100	1,135	136,554	SH		DEF
STEELCASE INC	CL A	858155203	106	20,800	SH		DEF
STEINWAY MUSICAL INSTRS INC	COM	858495104	131	10,700	SH		DEF
STERICYCLE INC	COM	858912108	1,112	23,585	SH		DEF
STERIS CORP	COM	859152100	4,154	182,450	SH		DEF
STERLING BANCSHARES INC	COM	858907108	1,811	293,560	SH		DEF
STERLING FINL CORP WASH	COM	859319105	245	121,100	SH		DEF
STILLWATER MNG CO	COM	86074Q102	56	15,400	SH		DEF
STONE ENERGY CORP	COM	861642106	72	20,881	SH		DEF
STRATASYS INC	COM	862685104	1,635	197,750	SH		DEF
STRAYER ED INC	COM	863236105	2,993	16,470	SH		DEF
STRYKER CORP	COM	863667101	4,099	122,538	SH		DEF
STURM RUGER & CO INC	COM	864159108	182	15,100	SH		DEF
SUNCOR ENERGY INC	COM	867229106	21,603	958,995	SH		DEF
SUNOCO INC	COM	86764P109	3,758	141,746	SH		DEF
SUNTRUST BKS INC	COM	867914103	1,742	160,592	SH		DEF
SUPERIOR ENERGY SVCS INC	COM	868157108	2,033	152,370	SH		DEF

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/ PRN PUT/CALL INVEST DISCRE

Edgar Filing: ING GROEP NV - Form 13F-HR

SUPERVALU INC	COM	868536103	9,861	708,406	SH	DEF
SUSQUEHANNA BANCSHARES INC P	COM	869099101	2,368	261,960	SH	DEF
SWIFT ENERGY CO	COM	870738101	1,704	48,340	SH	DEF
SYCAMORE NETWORKS INC	COM	871206108	300	113,720	SH	DEF
SYKES ENTERPRISES INC	COM	871237103	3,261	202,450	SH	DEF
SYMANTEC CORP	COM	871503108	42,211	1,351,097	SH	DEF
SYNAPTICS INC	COM	87157D109	9,721	395,165	SH	DEF
SYNOVUS FINL CORP	COM	87161C105	73	25,450	SH	DEF
SYSCO CORP	COM	871829107	5,859	257,084	SH	DEF
TAIWAN SEMICONDUCTOR MANUFACTURING CO., LTD.	SPONSORED ADR	874039100	10,312	1,152,150	SH	DEF
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	110,503	6,214,997	SH	DEF
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	1,134	137,930	SH	DEF
TALISMAN ENERGY INC	COM	87425E103	43,872	4,248,464	SH	DEF
TANGER FACTORY OUTLET CTRS I	COM	875465106	5,513	200,270	SH	DEF
TARGET CORP	COM	87612E106	76,732	2,305,656	SH	DEF
TASER INTL INC	COM	87651B104	92	21,250	SH	DEF
TAUBMAN CTNS INC	COM	876664103	4,541	289,433	SH	DEF
TCF FINL CORP	COM	872275102	839	74,480	SH	DEF
TECH DATA CORP	COM	878237106	4,598	215,660	SH	DEF
TECHNE CORP	COM	878377100	1,144	21,255	SH	DEF
TECHNITROL INC	COM	878555101	21	11,300	SH	DEF
TECO ENERGY INC	COM	872375100	508	47,031	SH	DEF
TEKELEC	COM	879101103	1,250	94,971	SH	DEF
TELE NORTE LESTE PART S A	SPON ADR PFD	879246106	9,634	357,615	SH	DEF
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	636	45,947	SH	DEF
TELEDYNE TECHNOLOGIES INC	COM	879360105	9,720	362,419	SH	DEF
TELEFLEX INC	COM	879369106	2,077	53,550	SH	DEF
TELETECH HOLDINGS INC	COM	879939106	193	18,100	SH	DEF
TEMPLE INLAND INC	COM	879868107	910	172,694	SH	DEF
TENET HEALTHCARE CORP	COM	88033G100	108	96,851	SH	DEF
TENNECO INC	COM	880349105	32	20,400	SH	DEF
TERADYNE INC	COM	880770102	164	36,172	SH	DEF
TEREX CORP NEW	COM	880779103	1,144	121,300	SH	DEF
TERRA INDS INC	COM	880915103	4,468	163,780	SH	DEF
TESORO CORP	COM	881609101	5,350	404,359	SH	DEF
TETRA TECH INC NEW	COM	88162G103	963	47,650	SH	DEF
TETRA TECHNOLOGIES INC DEL	COM	88162F105	2,170	686,609	SH	DEF
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	91,752	1,030,229	SH	DEF
TEVA PHARMACEUTICAL INDUSTRIES LTD.	ADR	881624209	3,719	82,551	SH	DEF
TEXAS INDS INC	COM	882491103	1,827	76,560	SH	DEF
TEXAS INSTRS INC	COM	882508104	45,469	1,551,995	SH	DEF
TEXTRON INC	COM	883203101	319	57,751	SH	DEF
THOMAS & BETTS CORP	COM	884315102	2,640	108,164	SH	DEF
THOR INDS INC	COM	885160101	571	38,000	SH	DEF
THORATEC CORP	COM NEW	885175307	1,499	61,250	SH	DEF

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/PRN PUT/CALL	INVEST DISCRE
THQ INC	COM NEW	872443403	1,682	557,002	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

TIDEWATER INC	COM	886423102	11,701	314,046	SH	DEF
TIFFANY & CO NEW	COM	886547108	563	26,558	SH	DEF
TIMBERLAND CO	CL A	887100105	1,675	139,200	SH	DEF
TITANIUM METALS CORP	COM NEW	888339207	227	43,090	SH	DEF
TIVO INC	COM	888706108	211	31,050	SH	DEF
TJX COS INC NEW	COM	872540109	47,157	1,832,066	SH	DEF
TOLL BROTHERS INC	COM	889478103	4,124	223,550	SH	DEF
TOOTSIE ROLL INDS INC	COM	890516107	291	6,746	SH	DEF
TORO CO	COM	891092108	6,310	261,839	SH	DEF
TOTAL S A	SPONSORED ADR	89151E109	6,473	66,869	SH	DEF
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	5,209	41,000	SH	DEF
TRACTOR SUPPLY CO	COM	892356106	2,928	80,820	SH	DEF
TRADESTATION GROUP INC	COM	89267P105	477	77,100	SH	DEF
TRANSALTA CORP	COM	89346D107	12,213	830,601	SH	DEF
TRANSCANADA CORP	COM	89353D107	39,496	1,649,889	SH	DEF
TRAVELERS COMPANIES INC	COM	89417E109	223,161	1,931,123	SH	DEF
TRIDENT MICROSYSTEMS INC	COM	895919108	36	23,550	SH	DEF
TRIQUINT SEMICONDUCTOR INC	COM	89674K103	683	268,879	SH	DEF
TRIUMPH GROUP INC NEW	COM	896818101	2,199	57,940	SH	DEF
TTM TECHNOLOGIES INC	COM	87305R109	1,118	202,451	SH	DEF
TUPPERWARE BRANDS CORP	COM	899896104	1,491	91,070	SH	DEF
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	2,164	90,000	SH	DEF
TYSON FOODS INC	CL A	902494103	729	78,145	SH	DEF
U S CONCRETE INC	COM	90333L102	26	13,550	SH	DEF
UCBH HOLDINGS INC	COM	90262T308	229	168,469	SH	DEF
UGI CORP NEW	COM	902681105	5,370	226,578	SH	DEF
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	2,224	128,200	SH	DEF
UMB FINL CORP	COM	902788108	8,122	198,295	SH	DEF
UNION BANKSHARES CORP	COM	905399101	157	11,670	SH	DEF
UNISYS CORP	COM	909214108	15	29,200	SH	DEF
UNIT CORP	COM	909218109	4,786	230,419	SH	DEF
UNITED FIRE & CAS CO	COM	910331107	413	18,730	SH	DEF
UNITED NAT FOODS INC	COM	911163103	735	39,724	SH	DEF
UNITED ONLINE INC	COM	911268100	692	158,979	SH	DEF
UNITED PARCEL SERVICE INC	CL B	911312106	55,083	1,133,161	SH	DEF
UNITED STATES STL CORP NEW	COM	912909108	27,394	1,271,183	SH	DEF
UNITED STATIONERS INC	COM	913004107	344	12,200	SH	DEF
UNITED TECHNOLOGIES CORP	COM	913017109	38,418	901,821	SH	DEF
UNITED THERAPEUTICS CORP DEL	COM	91307C102	8,860	133,853	SH	DEF
UNITEDHEALTH GROUP INC	COM	91324P102	34,439	1,676,683	SH	DEF
UNITRIN INC	COM	913275103	3,213	233,670	SH	DEF
UNIVERSAL CORP VA	COM	913456109	2,999	98,580	SH	DEF
UNIVERSAL HEALTH RLTY INCM T	SH BEN INT	91359E105	244	8,970	SH	DEF
UNIVERSAL HLTH SVCS INC	CL B	913903100	11,941	320,121	SH	DEF
UNUM GROUP	COM	91529Y106	18,043	767,155	SH	DEF
URBAN OUTFITTERS INC	COM	917047102	3,606	218,406	SH	DEF
URS CORP NEW	COM	903236107	4,291	108,930	SH	DEF

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/ PRN PUT/CALL	INVEST DISCRE
USEC INC	COM	90333E108	362	76,580	SH	DEF
V F CORP	COM	918204108	1,975	34,524	SH	DEF
VAALCO ENERGY INC	COM NEW	91851C201	472	90,500	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

VAIL RESORTS INC	COM	91879Q109	232	11,500	SH	DEF
VALASSIS COMMUNICATIONS INC	COM	918866104	50	32,550	SH	DEF
VALEANT PHARMACEUTICALS INTL	COM	91911X104	1,929	110,760	SH	DEF
VALENCE TECHNOLOGY INC	COM	918914102	42	18,750	SH	DEF
VALERO ENERGY CORP NEW	COM	91913Y100	25,810	1,455,729	SH	DEF
VALSPAR CORP	COM	920355104	5,599	278,550	SH	DEF
VARIAN INC	COM	922206107	9,054	385,766	SH	DEF
VARIAN MED SYS INC	COM	92220P105	6,192	204,898	SH	DEF
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	4,863	113,999	SH	DEF
VASCO DATA SEC INTL INC	COM	92230Y104	708	123,126	SH	DEF
VCA ANTECH INC	COM	918194101	2,127	95,682	SH	DEF
VECTOR GROUP LTD	COM	92240M108	96,015	7,284,930	SH	DEF
VEECO INSTRS INC DEL	COM	922417100	649	97,706	SH	DEF
VENTAS INC	COM	92276F100	7,256	338,442	SH	DEF
VERISIGN INC	COM	92343E102	2,443	129,687	SH	DEF
VERTEX PHARMACEUTICALS INC	COM	92532F100	9,753	340,185	SH	DEF
VIAD CORP	COM NEW	92552R406	1,305	93,550	SH	DEF
VIVUS INC	COM	928551100	62	17,700	SH	DEF
VOLT INFORMATION SCIENCES IN	COM	928703107	110	15,517	SH	DEF
VORNADO RLTY TR	SH BEN INT	929042109	11,356	363,842	SH	DEF
VULCAN MATLS CO	COM	929160109	2,173	48,995	SH	DEF
WABTEC CORP	COM	929740108	18,974	726,974	SH	DEF
WADDELL & REED FINL INC	CL A	930059100	1,166	68,650	SH	DEF
WAL MART STORES INC	COM	931142103	178,826	3,454,907	SH	DEF
WALGREEN CO	COM	931422109	18,825	724,330	SH	DEF
WASHINGTON POST CO	CL B	939640108	456	1,290	SH	DEF
WASHINGTON REAL ESTATE INVT	SH BEN INT	939653101	279	17,100	SH	DEF
WASTE CONNECTIONS INC	COM	941053100	17,370	699,562	SH	DEF
WASTE MGMT INC DEL	COM	94106L109	38,139	1,506,268	SH	DEF
WATSON PHARMACEUTICALS INC	COM	942683103	13,743	476,511	SH	DEF
WATTS WATER TECHNOLOGIES INC	CL A	942749102	7,964	407,550	SH	DEF
WD-40 CO	COM	929236107	211	8,700	SH	DEF
WEBSense INC	COM	947684106	3,989	335,469	SH	DEF
WEIGHT WATCHERS INTL INC NEW	COM	948626106	414	21,718	SH	DEF
WEINGARTEN RLTY INVS	SH BEN INT	948741103	2,263	256,243	SH	DEF
WELLS FARGO & CO NEW	COM	949746101	76,768	5,741,782	SH	DEF
WERNER ENTERPRISES INC	COM	950755108	1,576	106,154	SH	DEF
WESCO INTL INC	COM	95082P105	666	37,650	SH	DEF
WEST PHARMACEUTICAL SVSC INC	COM	955306105	636	19,480	SH	DEF
WESTAR ENERGY INC	COM	95709T100	1,373	78,840	SH	DEF
WESTERN DIGITAL CORP	COM	958102105	7,133	376,237	SH	DEF
WET SEAL INC	CL A	961840105	3,346	964,382	SH	DEF
WEYERHAEUSER CO	COM	962166104	3,734	137,095	SH	DEF
WGL HLDGS INC	COM	92924F106	9,745	295,208	SH	DEF
WHIRLPOOL CORP	COM	963320106	555	19,089	SH	DEF

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x 1000)	# OF SHARES	SH/PRN PUT/CALL	INVEST DISCRE
WHITNEY HLDG CORP	COM	966612103	1,992	185,504	SH	DEF
WHOLE FOODS MKT INC	COM	966837106	603	35,555	SH	DEF
WILLIAMS COS INC DEL	COM	969457100	16,040	1,448,938	SH	DEF
WIMM BILL DANN FOODS OJSC	SPONSORED ADR	97263M109	48,219	91,145	SH	DEF
WIMM-BILL-DANN FOODS OJSC	SPONSORED ADR	97263M109	2,456	77,200	SH	DEF

Edgar Filing: ING GROEP NV - Form 13F-HR

WIND RIVER SYSTEMS INC	COM 973149107	1,412	217,950	SH	DEF
WISCONSIN ENERGY CORP	COM 976657106	1,362	33,490	SH	DEF
WMS INDS INC	COM 929297109	10,834	511,510	SH	DEF
WOLVERINE WORLD WIDE INC	COM 978097103	7,625	495,123	SH	DEF
WOODWARD GOVERNOR CO	COM 980745103	3,358	152,200	SH	DEF
WORLD ACCEP CORP DEL	COM 981419104	558	32,991	SH	DEF
WYETH	COM 983024100	222,213	2,662,155	SH	DEF
WYETH	COM 983024100	987	22,922	SH	DEF
XCEL ENERGY INC	COM 98389B100	2,652	145,691	SH	DEF
XEROX CORP	COM 984121103	6,204	1,351,549	SH	DEF
XILINX INC	COM 983919101	8,224	427,199	SH	DEF
YAHOO INC	COM 984332106	28,064	1,082,925	SH	DEF
YAMANA GOLD INC	COM 98462Y100	18,552	1,032,560	SH	DEF
YRC WORLDWIDE INC	COM 984249102	136	15,950	SH	DEF
YUM BRANDS INC	COM 988498101	6,288	227,316	SH	DEF
ZALE CORP NEW	COM 988858106	30	16,150	SH	DEF
ZEBRA TECHNOLOGIES CORP	CL A 989207105	213	11,330	SH	DEF
ZENITH NATL INS CORP	COM 989390109	969	41,045	SH	DEF
ZIMMER HLDGS INC	COM 98956P102	8,754	123,063	SH	DEF
ZIONS BANCORPORATION	COM 989701107	1,028	109,570	SH	DEF
ZOLL MED CORP	COM 989922109	194	13,700	SH	DEF
ZORAN CORP	COM 98975F101	437	50,440	SH	DEF