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ING GROEP NV  
Form SC 13G/A  
February 06, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 6)

ING GROEP N.V.

-----  
(NAME OF ISSUER)

ORDINARY SHARES

-----  
(TITLE OF CLASS OF SECURITIES)

456837103

-----  
(CUSIP NUMBER)

DECEMBER 31, 2003

-----  
(DATE OF EVENT WHICH REQUIRES  
FILING OF THIS STATEMENT)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

CUSIP NO. 456837 10 3

13G

PAGE 2 OF 7 PAGES

-----  
1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
  
Stichting ING Aandelen (formerly known as Stichting  
Administratiekantoor ING Groep)

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

Not Applicable

(a)

(b)

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

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The Netherlands

|  |   |                          |                          |
|--|---|--------------------------|--------------------------|
|  | 5   | SOLE VOTING POWER        |                          |
|  |   | 2,114,961,163            |                          |
| NUMBER OF<br>SHARES  | 6   | SHARED VOTING POWER      |                          |
| BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON WITH: |   | 0                        |                          |
|  | 7   | SOLE DISPOSITIVE POWER   |                          |
|  |   | 2,114,961,163            |                          |
|  | 8   | SHARED DISPOSITIVE POWER |                          |
|  |   | 0                        |                          |
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON            |                          |                          |
|  | 2,114,961,163   |                          |                          |
| 10   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES |                          | <input type="checkbox"/> |
|  | Not Applicable  |                          |                          |
| 11   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                         |                          |                          |
|  | 99.96%  |                          |                          |
| 12   | TYPE OF REPORTING PERSON  |                          |                          |
|  | OO  |                          |                          |

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ITEM 1 (A) . NAME OF ISSUER:

ING Groep N.V.

ITEM 1 (B) . ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

Amstelveenseweg 500  
1081 KL Amsterdam  
P.O. Box 810  
1000 AV Amsterdam  
The Netherlands

ITEM 2 (A) . NAME OF PERSON FILING:

Stichting ING Aandelen

ITEM 2 (B) . ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

Amstelveenseweg 500  
1081 KL Amsterdam

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P.O. Box 810  
1000 AV Amsterdam  
The Netherlands

ITEM 2(C). CITIZENSHIP:

See item 4 on Page 2

ITEM 2(D). TITLE OF CLASS OF SECURITIES:

Ordinary Shares

ITEM 2(E). CUSIP NUMBER:

456837103

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A: (Not Applicable)

- (a)  Broker or dealer registered under Section 15 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;

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- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940, as amended (the "Investment Company Act");
- (e)  Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E) under the Exchange Act;
- (f)  Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F) under the Exchange Act;
- (g)  Parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G) under the Exchange Act;
- (h)  Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  Church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act;
- (j)  Group in accordance with Rule 13d-1(b)(1)(ii)(J) under the Exchange Act.

ITEM 4. OWNERSHIP.

(a) Amount beneficially owned:

See item 9 on Page 2

(b) Percent of class:

See item 11 on Page 2

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- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote:  
See item 5 on Page 2
  - (ii) Shared power to vote or to direct the vote:  
See item 6 on Page 2

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- (iii) Sole power to dispose or to direct the disposition of:  
See item 7 on Page 2
- (iv) Shared power to dispose or to direct the disposition of:  
See item 8 on Page 2

- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.  
Not Applicable
- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.  
Not Applicable
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.  
Not Applicable
- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.  
Not Applicable
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP.  
Not Applicable
- ITEM 10. CERTIFICATION.  
Not Applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

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January 28, 2004

-----  
(Date)

Stichting ING Aandelen

By: /s/ J.W.M. SIMONS

-----  
(Signature)

J.W.M. Simons, Chairman of the Board

-----  
(Name/Title)

/s/ H.J. BLAISSE

-----  
(Signature)

H.J. Blaisse, Member of the Board

-----  
(Name/Title)