

Voya Financial, Inc.
Form 4
March 09, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Nelson Charles P

(Last) (First) (Middle)

230 PARK AVE

(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)
03/07/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

CEO, Retirement

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/07/2016	A	25,119 <u>(2)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	25,119
Performance Stock Unit	<u>(1)</u>	03/07/2016	A	30,701 <u>(2)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	30,701 <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nelson Charles P 230 PARK AVE NEW YORK, NY 10169			CEO, Retirement	

Signatures

/s/ Jean Weng, Attorney
in Fact 03/09/2016

__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) Each stock unit represents a conditional right to receive one share of the company's common stock.
- (2) The number of stock units granted was determined by reference to the closing price of a share of the company's common stock on March 7, 2016, the date of the grant.
- (3) 1/3 of the restricted stock units will vest on March 7, 2017, 1/3 on March 7, 2018 and 1/3 on March 7, 2019.
- The number of shares of common stock that will be delivered for each performance stock unit depends on the achievement of certain
- (4) performance factors. Depending on actual performance, the number of shares of common stock delivered upon the vesting date (March 7, 2019) can range from 0% to 150% of the number presented above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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