

Voya Financial, Inc.
 Form 4
 March 30, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
MARTIN RODNEY O JR

(Last) (First) (Middle)
 230 PARK AVENUE
 (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)
 03/28/2016

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)
 Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/28/2016 | | M | | 19,373 A \$ 170,905 | D | |
| Common Stock | 03/28/2016 | | F | | 10,802 D \$ 30.45 160,103 | D | |
| Common Stock | 03/29/2016 | | S | | 2,324 D \$ 30.336 157,779 | D | |
| Common Stock | | | | | | I | By 401(k) Plan |

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 number.

SEC 1474
(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 (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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (2) | 03/28/2016 | | M | 19,373 | (2) | (2) | Common Stock | 19,373 |
| Performance Stock Unit | (3) | | | | | (3) | (3) | Common Stock | 165,348 (4) |
| Deferred Savings Plan Issuer Stock Units | (5) | | | | | (5) | (5) | Common Stock | 7,301.51 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARTIN RODNEY O JR 230 PARK AVENUE NEW YORK, NY 10169 | X | | Chairman and CEO | |

Signatures

/s/ Jean Weng, Attorney
in Fact 03/30/2016
**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) Delivery of shares of the company's common stock was made to the reporting person without the payment of any consideration in connection with the vesting of the underlying restricted stock units that were awarded as compensation.
- (2) The restricted stock units were awarded as compensation in 2013 and converted to common stock on a 1 to 1 basis upon the vesting date.

Edgar Filing: Voya Financial, Inc. - Form 4

- (3) The stock units will vest based on their respective award agreements.

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 can range from 0% to 150% of the number presented above.
- (5) Each of these units represents a right to receive the cash value of one share of the company's common stock upon the reporting person's separation from the company. The reporting person may reallocate investments in these units to alternative investments in the future.

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.