RODENO MICHAELA K

Form 4 May 28, 2010

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

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

2. Issuer Name and Ticker or Trading

SVB FINANCIAL GROUP [SIVB]

1(b).

(Print or Type Responses)

(Last)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * RODENO MICHAELA K

(Street)

(State)

(First)

3003 TASMAN DRIVE

SANTA CLARA, CA 95054

(Middle)

(Zip)

2. Transaction Date 2A. Deemed

(Month/Day/Year) 05/26/2010

Symbol

3. Date of Earliest Transaction

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities

(Month/Day/Year)

(Month/Day/Year) Execution Date, if Code (Instr. 8)

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

TransactionAcquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

(A)

or Code V Amount (D) Price 5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X_ Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership

Following (Instr. 4) (Instr. 4) Reported

Transaction(s) (Instr. 3 and 4)

> **SEC 1474** (9-02)

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.

(Instr. 8)

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

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number 4. Transaction of Derivative Expiration Date Code Securities

Acquired

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

Derivative (A) or Security Disposed of (D) (Instr. 3, 4,

and 5)

(A) (D) Date Exercisable Expiration Title

Date

Amoun or

Shares

2,280

Numbe of

Restricted Common \$0 04/21/2011(1) 05/26/2017 05/26/2010 2,280 Α Stock Unit Stock

Other

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer

RODENO MICHAELA K 3003 TASMAN DRIVE X SANTA CLARA, CA 95054

Signatures

By: Lisa Bertolet as attorney in fact For: Michaela K 05/28/2010 Rodeno

> **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) Reporting person was granted restricted stock units that will vest at the end of their 2010-2011 term as a Director.

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. rgin:0in 0in .0001pt;">

5,403,750

Term Loan, 7.620%, maturing May 28, 2013

5,336,576

Reporting Owners 2

| Dollarama Group, L.P. | | |
|---|-----|-----------|
| | Ba2 | |
| | B+ | |
| | | |
| | | 3,438,969 |
| Term Loan, 7.376%, maturing November 18, 2011 | | |
| | | |
| | | |
| | | 3,454,014 |
| | | |
| Harbor Freight Tools USA, Inc. | | |
| | B1 | |
| | B+ | |

| | | 7,214,486 |
|--|-----|-----------|
| Term Loan, 7.110% 7.123%, maturing July 15, 2010 | | |
| | | |
| | | |
| | | 7,211,780 |
| | | |
| Jean Coutu Group, Inc. | | |
| | B1 | |
| | BB- | |
| | | |
| | | 4,991,107 |
| Term Loan, 7.938%, maturing July 30, 2011 | | |
| | | |

| | | 5,006,704 |
|--|----|-----------|
| | | |
| Mapco Express, Inc. | | |
| | B2 | |
| | B+ | |
| | | |
| | | 2,234,240 |
| Term Loan, 8.070%, maturing April 28, 2011 | | |
| | | |
| | | |
| | | 2,248,204 |
| Michaela Storag Ing | | |
| Michaels Stores, Inc. | | |

| | B2 | |
|--|------|------------|
| | B- | |
| | | |
| | | 13,000,000 |
| Term Loan, 8.375%, maturing October 31, 2013 | | |
| | | |
| | | |
| | | 13,045,500 |
| Nebraska Book Company, Inc. | | |
| , , , , , , , , , , , , , , , , , , , | D. O | |
| | Ba2 | |
| | B- | |
| | | |
| | | 2,414,974 |

| Term Loan, 7.870% 7.880%, maturing March 04, 2011 | | |
|---|-----|------------|
| g , | | |
| | | |
| | | |
| | | 2,425,540 |
| | | |
| Neiman Marcus Group, Inc. | | |
| | Ba3 | |
| | B+ | |
| | | |
| | | 10.007.075 |
| | | 18,037,975 |
| Term Loan, 7.891%, maturing April 06, 2013 | | |
| | | |
| | | |
| | | 18,181,016 |
| | | |

| Oriental Trading Company, Inc. | | |
|--|-----|-----------|
| | B1 | |
| | В | |
| | | |
| | | 2,493,750 |
| Term Loan, 8.120% 8.220%, maturing July 31, 2013 | | |
| | | |
| | | |
| | | 2,503,882 |
| Pantry, Inc. | | |
| | Ba2 | |
| | ВВ | |

| | | 2,481,250 |
|--|-----|-----------|
| Term Loan, 7.070%, maturing January 02, 2012 | | |
| | | |
| | | |
| | | |
| | | 2,489,004 |
| | | |
| Pon Rove | | |
| Pep Boys | | |
| | Ва3 | |
| | B+ | |
| | | |
| | | |
| | | 496,253 |
| Term Loan, 8.120%, maturing January 27, 2011 | | |
| | | |
| | | |

500,906

PORTFOLIO OF INVESTMENTS as of November 30, 2006 (Unaudited) (continued)

| | | | | Bank Loan Ratings | | |
|------------------------------------|------------------|---|-------|----------------------|------|-------------------------------|
| Principal Am Retail Stores (con | | Borrower/Tranche Description | Moody | S | S&P | Value |
| | · | Petco Animal Supplies, Inc. Term Loan, 8.100%, maturing October | Ba3 | | В | |
| \$ | 5,125,000 | 26, 2013 Phones 4U Group, Ltd. | NR | | NR | \$ 5,151,266 |
| GBP | 2,500,000 | Term Loan, maturing November 30, 2014 | | | | 4,880,835 |
| GBP | 2,500,000 | Term Loan, maturing November 30, 2015 | | | | 4,905,408 |
| | 2,500,000 | Sally Holding, LLC Term Loan, maturing November 16, 2013 | B2 | | B+ | 2,513,173 |
| | 997,500 | Sports Authority Term Loan, 7.617%, maturing May 03, 2013 | B2 | | В | 993,759 |
| | 872,972 | Tire Rack, Inc. (The) Term Loan, 7.070% 7.120%, maturing June 24, 2012 | B1 | | BB- | 870,789 |
| | 2,375,000 | Toy s R Us Term Loan, 9.625%, maturing July 14, 2012 | B1 | | ВВ | 2,433,931 |
| | 9,925,000 | Travelcenters Of America, Inc. Term Loan, 7.100% 7.120%, maturing December 01, 2011 | B1 | | ВВ | 9,932,751 |
| Satellite: 0.5% | | | | | | 96,588,398 |
| | 5,000,000 | Panamsat Corporation Term Loan, 7.872%, maturing January 03, 2014 | Ba2 | | BB | 5,052,780 |
| Telecommunication | ons Equipment: 0 | .7% | | | | 5,052,780 |
| | 5,236,875 | Sorenson Communications, Inc. Term Loan, 8.390%, maturing August 16, 2013 | Ba3 | | В | 5,278,335 |
| | 750,000 | Sorenson Communications, Inc. Term Loan, 12.390%, maturing | Caa1 | C | CCC+ | |
| | 1,451,515 | February 16, 2014 Syniverse Technologies, Inc. Term Loan, 7.120%, maturing February | Ba1 | | BB- | 758,750 |
| | , , | 15, 2012 | | | | 1,455,144 7,492,229 |
| Textiles & Leather | r: 1.6% | Hanashvanda Ina | Do0 | | DD | |
| | 2,500,000 | Hanesbrands, Inc. Term Loan, 7.625% 7.688%, maturing September 05, 2013 | Ba2 | | BB- | 2,520,750 |
| | 1,000,000 | Hanesbrands, Inc. Term Loan, 9.188%, maturing March | B1 | | B- | 1 000 001 |
| | 7,443,750 | 05, 2014 Polymer Group, Inc. Term Loan, 7.614%, maturing | B1 | | BB- | 1,023,661 |
| | | November 22, 2012 Propex Fabrics, Inc. | Ba3 | | BB- | 7,464,689 |

| 161,719 | Term Loan, 7.630%, maturing July 31, 2012 | | | 161,820 |
|-----------|---|-----|----|-----------|
| | St. John Knits International, Inc. | B1 | B+ | |
| 762,387 | Term Loan, 9.320%, maturing March | | | |
| | 21, 2012 | | | 758,575 |
| | Targus Group, Inc. | Ba3 | В | |
| 1,475,943 | Term Loan, 8.820% 8.870%, maturing | | | |
| | November 22, 2012 | | | 1,452,575 |
| | , - | | | , - , |

PORTFOLIO OF INVESTMENTS as of November 30, 2006 (Unaudited) (continued)

| | | | Bank | | |
|---------------|-----------------------------------|--|-----------------|------------|-------------|
| | pal Amount Leather (continued) | Borrower/Tranche Description | Rati Moody s | ngs S&P | Value |
| \$ | 1,375,000 | Targus Group, Inc. Term Loan, 8.820% 8.870%, maturing | В3 | CCC+ | |
| | 939,444 | May 22, 2013 Warnaco Term Loan, 6.820% 8.500%, maturing | Ba1 | BB | 5 1,258,125 |
| | 505,444 | January 31, 2013 William Carter | Ba3 | BB | 936,509 |
| | 2,181,727 | Term Loan, 6.850% 6.876%, maturing July 14, 2012 | | | 2,180,023 |
| Utilities: 8. | 1% | | | | 17,756,727 |
| otimics. o. | 170 | Astoria Generating Company | B1 | BB- | |
| | 769,882 | Acquisitions, LLC Term Loan, 7.320%, maturing February 23, 2011 | | | 775,014 |
| | 2,256,025 | Term Loan, 7.390%, maturing February | | | |
| | | 23, 2013 | D-0 | D. | 2,271,066 |
| | 2,000,000 | Babcock & Wilcox Company Term Loan, 8.360%, maturing February 22, 2012 | Ba2 | B+ | 2,005,000 |
| | 2,500,000 | Term Loan, 5.267%, maturing January 22, 2012 | | | 2,518,750 |
| | 764,331 | Coleto Creek WLE, L.P. Term Loan, 8.117%, maturing July 28, 2013 | B1 | B+ | 761,465 |
| | 5,347,267 | Term Loan, 8.117%, maturing June 28, | | | |
| | | 2013 KGEN, LLC | B2 | В | 5,327,215 |
| | 4,925,000 | Term Loan, 7.992%, maturing August 01, 2011 | | | 4,943,469 |
| | | La Paloma Generating Company, | B1 | BB- | |
| | 218,579 | Term Loan, 7.070%, maturing August 16, 2012 | | | 217,122 |
| | 1,317,078 | Term Loan, 7.119%, maturing August 16, 2012 | | | 1,308,297 |
| | 104,896 | Term Loan, 7.117%, maturing August 16, 2012 | | | 104,197 |
| | 9,594,806 | LSP Kendall Energy, LLC Term Loan, 7.367%, maturing October | B1 | В | |
| | 3,334,000 | 07, 2013 | D 0 | D.D. | 9,592,810 |
| | 4,328,655 | LSP Gen Finance Co, LLC Term Loan, 7.117%, maturing May 04, 2013 | Ba3 | BB- | 4,341,282 |
| | 792,683 | NE Energy, Inc. Term Loan, 9.750%, maturing | B1 | B+ | |
| | | November 01, 2013 | | | 800,015 |
| | 1,907,317 | Term Loan, 9.750%, maturing November 01, 2013 | | | 1,924,960 |
| | 425,000 | NE Energy, Inc. | В3 | B- | 431,906 |
| | 120,000 | | | | 101,000 |

Term Loan, 11.750%, maturing May 01, 2014

NRG Energy, Inc. Ba1 BB-

6,000,000 Term Loan, 7.367%, maturing February

01, 2013 6,027,186

Term Loan, 7.367%, maturing February 24,452,393

01, 2013 24,577,002

PORTFOLIO OF INVESTMENTS as of November 30, 2006 (Unaudited) (continued)

| | | | Bank L | | |
|---------|---|--|-------------------|-----|---------------|
| Utiliti | Principal Amount ies (continued) | Borrower/Tranche Description | Rating Moody s | S&P | Value |
| | (30111111111111111111111111111111111111 | Pike Electric | Ba3 | ВВ | |
| | | Term Loan, 6.875%, maturing July 01, | | | |
| \$ | 1,310,511 | 2012 | | | \$ 1,309,692 |
| | 886,628 | Term Loan, 6.875%, maturing | | | 000.074 |
| | | December 10, 2012 | D4 | В | 886,074 |
| | 1,198,857 | Plum Point Energy Associates Term Loan, 8.992%, maturing March | B1 | В | |
| | 1,198,837 | 14, 2014 | | | 1,213,094 |
| | 2,861,854 | Term Loan, 8.617%, maturing March | | | 1,210,004 |
| | _,55.,55. | 14, 2014 | | | 2,895,838 |
| | | Riverside Energy Center, LLC | B1 | В | , , |
| | 244,856 | Term Loan, 9.626%, maturing June 24, | | | |
| | | 2010 | | | 251,896 |
| | 3,063,822 | Term Loan, 9.626%, maturing June 24, | | | |
| | | 2011 | | | 3,151,900 |
| | 2,116,749 | Term Loan, 9.626%, maturing June 24, | | | 0.477.005 |
| | | 2011 Thermal North America, Inc. | B1 | BB- | 2,177,605 |
| | 4,000,000 | Term Loan, 8.070%, maturing October | ы | DD- | |
| | 4,000,000 | 24, 2008 | | | 4,020,000 |
| | | Wolf Hollow I, L.P. | B1 | BB- | 1,020,000 |
| | 1,800,000 | Term Loan, 7.570%, maturing June 22, | | | |
| | | 2012 | | | 1,773,000 |
| | 450,000 | Term Loan, 7.570%, maturing June 22, | | | |
| | | 2012 | | | 443,250 |
| | 2,147,521 | Term Loan, 7.617%, maturing June 22, | | | 0.445.000 |
| | | 2012 | | | 2,115,308 |
| | | Total Senior Loans | | | 88,164,413 |
| | | (Cost \$1,967,524,095) | | | 1,976,089,846 |
| | | (000; \$1,001,021,000) | | | 1,010,000,010 |
| | ER CORPORATE DEBT: 0.6% mobile: 0.6% | | | | |
| | | Avis Budget Car Rental | Ba3 | BB- | |
| | 750,000 | Floating Rate Note, maturing May 15, 2014 | | | 721,875 |
| | | Navistar International Corporation | NR | BB- | ,•. |
| | 5,200,000 | Unsecured Term Loan, | | | |
| | | 10.320% 10.368%, maturing February | | | |
| | | 22, 2009 | | | 5,265,811 |
| | | Total Other Corporate Debt | | | |
| | | (Cost \$5,930,368) | | | 5,987,686 |

EQUITIES AND OTHER ASSETS: 1.8%

| | Description | Value |
|---------------|--|---------|
| (1), (@), (R) | Allied Digital Technologies Corporation (Residual Interest in Bankruptcy Estate) | 107,510 |

| (2), (@), (R) | AM Cosmetics Corporation (Liquidation Interest) | |
|---------------|---|---------|
| (@) , (R) | Block Vision Holdings Corporation (571 Common Shares) | |
| (2), (@), (R) | Boston Chicken, Inc. (Residual Interest in Boston Chicken Plan Trust) | |
| (2), (@), (R) | Cedar Chemical (Liquidation Interest) | |
| (@), (R) | Covenant Care, Inc. (Warrants for 19,000 Common Shares, Expires January 13, 2005) | |
| (@), (R) | Covenant Care, Inc. (Warrants for 26,901 Common Shares, Expires March 31, 2013) | |
| (@), (R) | Decision One Corporation (1,402,038 Common Shares) | 145,812 |

PORTFOLIO OF INVESTMENTS as of November 30, 2006 (Unaudited) (continued)

| EQUITIES AND OTHER ASSET | TS (continued) | |
|---------------------------------|---|-------------------------|
| (2), (@), | Electro Mechanical Solutions | |
| (R) | (Residual Interest in Bankruptcy Estate) | \$ 1,112 |
| (2), (@) , | Enterprise Profit Solutions (Liquidation Interest) | Ψ 1,112 |
| (R) | | |
| (@) , (R) | EquityCo, LLC (Warrants for 28,752 Common Shares) | |
| (4), (@), | Euro United Corporation (Residual Interest in Bankruptcy Estate) | 305,999 |
| (R) (@) , (R) | Gemini Leasing, Inc. (143,079 common shares) | |
| (2), (@), | Grand Union Company (Residual Interest in Bankruptcy Estate) | 54,523 |
| (R) | | |
| (@) | Hayes Lemmerz International, Inc. (73,835 Common Shares) | 173,512 |
| (2), (@) , (R) | Humphreys, Inc. (Residual Interest in Bankruptcy Estate) | |
| (2), (@), | Imperial Home Décor Group, Inc. (Liquidation Interest) | |
| (R) | | |
| (2), (@) , | Insilco Technologies (Residual Interest in Bankruptcy Estate) | |
| (R) (2), (@) , | IT Group, Inc. (Residual Interest in Bankruptcy Estate) | 100 |
| (P) | 11 Group, Inc. (Hesidadi Interest III Dankruptcy Estate) | 100 |
| (2), (@) , | Kevco, Inc. (Residual Interest in Bankruptcy Estate) | 50 |
| (R) | | \ |
| (2), (@) , (R) | Lincoln Pulp and Eastern Fine (Residual Interest in Bankruptcy Estate |) |
| (@), (R) | Lincoln Paper & Tissue (Warrants for 291 Common Shares, Expires A | ugust |
| | 24, 2015) | ŭ |
| (@) , (R) | Neoplan USA Corporation (17,348 Common Shares) | |
| (@) , (R) | Neoplan USA Corporation (1,814,180 Series B Preferred Shares) Neoplan USA Corporation (1,084,000 Series C Preferred Shares) | |
| (@) , (R) (@) , (R) | Neoplan USA Corporation (3,524,300 Series D Preferred Shares) | |
| (2), (@), | New Piper Aircraft, Inc. (Residual Interest in Litigation Proceeds) | |
| (R) | | |
| (@) , (R) | New World Restaurant Group, Inc. (4,706 Common Shares) | 37,648 |
| (@) , (R) (@) , (R) | Norwood Promotional Products, Inc. (104,148 Common Shares) Safelite Glass Corporation (856,340 Common Shares) | 18,651,085 |
| (@) , (R) | Safelite Realty Corporation (57,804 Common Shares) | 317,922 |
| (1), (@), | Transtar Metals (Residual Interest in Bankruptcy Estate) | ,- |
| (R) | | |
| (1), (@) , | TSR Wireless, LLC (Residual Interest in Bankruptcy Estate) | |
| (R) (2), (@) , | U.S. Aggregates (Residual Interest in Bankruptcy Estate) | |
| (R) | | |
| (2), (@) , | U.S. Office Products Company (Residual Interest in Bankruptcy Estate | e) |
| (R) | Total for Equities and Other Assets | |
| | (Cost \$6,550,784) | 19,795,273 |
| | Total Investments | |
| | (Cost \$1,980,005,247) 182 Other Assets and Liabilities Net (82 | |
| | | |
| | Net Assets | 100.0% \$ 1,095,260,646 |

*

Senior loans, while exempt from registration under the Securities Act of 1933, as amended, contain certain restrictions on resale and cannot be sold publicly. These senior loans bear interest (unless otherwise noted) at rates that float periodically at a margin above the London Inter-Bank Offered Rate ($\,$ LIBOR $\,$) and other short-term rates.

Bank Loans rated below Baa are considered to be below investment grade. NR Not Rated

ING Prime Rate Trust

PORTFOLIO OF INVESTMENTS as of November 30, 2006 (Unaudited) (continued)

- (1) The borrower filed for protection under Chapter 7 of the U.S. Federal bankruptcy code.
- (2) The borrower filed for protection under Chapter 11 of the U.S. Federal Bankruptcy code.
- (3) Loan is on non-accrual basis.
- (4) The borrower filed for protection under the Canadian Bankruptcy and Insolvency Act.
- (@) Non-income producing security.
- (R) Restricted security.
- ** For Federal Income Tax purposes cost of investments is \$1,980,110,134. Net unrealized appreciation consists of the following:

| Gross Unrealized Appreciation | \$ 25,877,781 |
|-------------------------------|------------------|
| Gross Unrealized Depreciation | (4,115,110) |
| Net Unrealized Appreciation | \$ 21,762,671 |

PORTFOLIO OF INVESTMENTS as of November 30, 2006 (Unaudited) (continued)

At November 30, 2006 the following forward foreign currency contracts were outstanding for ING Prime Rate Trust:

| Currency | Buy/Sell | Settlement Date | | In Exchange For | | Value | | Unrealized Appreciation/ (Depreciation) |
|--------------------------------|----------|--------------------|----|-------------------------|----|-------------------------|----|---|
| Euro EUR 8,745,000 | Sell | 12/15/06 | \$ | 11,212,402 | \$ | 11,592,658 | \$ | (380,256) |
| Euro | | | | | | | | , |
| EUR 11,660,000 | Sell | 01/12/07 | | 14,901,228 | | 15,479,865 | | (578,637) |
| Euro EUR 8,745,000 | Sell | 02/15/07 | | 11,198,704 | | 11,628,388 | | (429,684) |
| British Pound | Call | 10/15/00 | | 0.100.004 | | 0.400.407 | | (000,000) |
| GBP 4,305,000 British Pound | Sell | 12/15/06 | | 8,169,684 | | 8,463,487 | | (293,803) |
| GBP 5,740,000 | Sell | 01/12/07 | | 10,811,162 | | 11,286,870 | | (475,708) |
| British Pound | Call | 00/45/07 | | 0.400.005 | | 0.400.474 | | (000 570) |
| GBP 4,305,000 | Sell | 02/15/07 | \$ | 8,182,895 64,476,075 | \$ | 8,466,474 66,917,742 | \$ | (283,579) (2,441,667) |
| | | | Ψ | 2 ., 17 0,07 0 | Ψ | 33,317,712 | Ψ | (=, 111,001) |

Item 2. Controls and Procedures.

- (a) Based on our evaluation conducted within 90 days of the filing date, hereof, the design and operation of the registrant s disclosure controls and procedures are effective to ensure that material information relating to the registrant is made known to the certifying officers by others within the appropriate entities, particularly during the period in which Forms N-Q are being prepared, and the registrant s disclosure controls and procedures allow timely preparation and review of the information for the registrant s Form N-Q and the officer certifications of such Form N-Q.
- (b) There were no significant changes in the registrant s internal controls over financial reporting that occurred during the registrant s last fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant s internal control over financial reporting.

Item 3. Exhibits.

A separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2 under the Act (17 CFR 270.30a-2) is attached hereto as EX-99.CERT.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant): ING Prime Rate Trust

By /s/ Shaun P. Mathews

Shaun P. Mathews

President and Chief Executive Officer

Date: January 29, 2007

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By /s/ Shaun P. Mathews

Shaun P. Mathews

President and Chief Executive Officer

Date: January 29, 2007

By /s/ Todd Modic

Todd Modic

Senior Vice President and Chief Financial

Officer

Date: January 29, 2007