

ING PRIME RATE TRUST

Form N-PX

August 29, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM N-PX**

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY  
Investment Company Act file number: 811-5410**

**ING PRIME RATE TRUST**  
(Exact name of registrant as specified in charter)

**7337 E. Doubletree Ranch Road  
Scottsdale, AZ 85258**  
(Address of principal executive offices) (Zip code)

(Name and address of agent for service)

**Theresa K. Kelety, Esq.  
ING Investments, LLC  
7337 E. Doubletree Ranch Road  
Scottsdale, AZ 85258**

**Registrant's telephone number, including area code: (800) 992-0180**

With copies to:

**Jeffrey S. Puretz, Esq.  
Dechert LLP  
1775 I Street, N.W.  
Washington, DC 20006**

Date of fiscal year end: February 28

Date of reporting period: July 1, 2006 June 30, 2007

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Item 1. Proxy Voting Record

\*\*\*\*\* FORM N-PX REPORT \*\*\*\*\*

ICA File Number: 811-05410  
Reporting Period: 07/01/2006 - 06/30/2007  
ING Prime Rate Trust

===== ING PRIME RATE TRUST =====

HAYES LEMMERZ INTERNATIONAL INC.

Ticker: HAYZ Security ID: 420781304  
Meeting Date: JUL 18, 2006 Meeting Type: Annual  
Record Date: MAY 19, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Henry D. G. Wallace	For	Did Not Vote	Management
1.2	Elect Director Richard F. Wallman	For	Did Not Vote	Management
2	Ratify Auditors	For	Did Not Vote	Management

HAYES LEMMERZ INTERNATIONAL INC.

Ticker: HAYZ Security ID: 420781304  
Meeting Date: MAY 4, 2007 Meeting Type: Special  
Record Date: APR 9, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Company Specific Equity Related (i) Rights Offering (ii) Sale Common Stock (iii) Purchase of up to 4,038,462 shares of Common Stock (iv) Amended and Restated Equity Purchase and Commitment Agreement	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Approve Increase in Size of Board	For	For	Management

SAFELITE GROUP, INC.

Ticker: N/A Security ID: 78645Q992  
Meeting Date: OCT 26, 2006 Meeting Type: Annual  
Record Date: SEP 23, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director George T. Haymaker	For	For	Management
1.2	Elect Director Wilson C. Cooney	For	For	Management
1.3	Elect Director Donald DeFosset Jr.	For	For	Management
1.4	Elect Director James J. Gaffney	For	For	Management

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1.5	Elect Director Douglas A. Herron	For	For	Management
1.6	Elect Director Robert Ruocco	For	For	Management
1.7	Elect Director Laurie M. Shahon	For	For	Management
1.8	Elect Director Michael S. Wilder	For	For	Management
1.9	Elect Director Dan H. Wilson	For	For	Management

### SAFELITE GROUP, INC.

Ticker: N/A Security ID: 78645Q992  
 Meeting Date: FEB 5, 2007 Meeting Type: Special  
 Record Date: JAN 29, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	To Authorize, Approve and Adopt the Merger and the Related Transactions Contemplated by the Merger Agreement	For	For	Management
2	To Execute the Stockholders' Representative Agreement	For	For	Management

### SAFELITE GROUP, INC.

Ticker: N/A Security ID: 78645Q992  
 Meeting Date: FEB 9, 2007 Meeting Type: Special  
 Record Date: JAN 29, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	To Approve and Authorize Certain Payment Rights of the Senior Officers Under the 2005 Transaction Incentive Plan, as Amended	For	For	Management

### SAFELITE REALTY CORP.

Ticker: N/A Security ID: 79599W969  
 Meeting Date: OCT 26, 2006 Meeting Type: Annual  
 Record Date: SEP 23, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director George T. Haymaker	For	For	Management
1.2	Elect Director Dan H. Wilson	For	For	Management
1.3	Elect Director James J. Gaffney	For	For	Management

### USA MOBILITY INC

Ticker: USMO Security ID: 90341G103  
 Meeting Date: AUG 9, 2006 Meeting Type: Annual  
 Record Date: JUN 30, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David Abrams	For	For	Management

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1.2	Elect Director James V. Continenza	For	For	Management
1.3	Elect Director Nicholas A. Gallopo	For	For	Management
1.4	Elect Director Vincent D. Kelly	For	For	Management
1.5	Elect Director Brian O'Reilly	For	For	Management
1.6	Elect Director Matthew Oristano	For	For	Management
1.7	Elect Director Samme L. Thompson	For	For	Management
1.8	Elect Director Royce Yudkoff	For	For	Management

===== END N-PX REPORT

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**SIGNATURES**

Pursuant to the requirements of 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.

ING PRIME RATE TRUST

By: /s/ Shaun P. Mathews  
Shaun P. Mathews  
President and Chief Executive Officer

Date: August 29, 2007