ROSEN ELLIOT Form 4 January 25, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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(b).

Common

Stock

01/25/2010

See Instruction

1. Name and A ROSEN EL	Symbol	2. Issuer Name and Ticker or Trading Symbol ING PRIME RATE TRUST [PPR]			5. Relationship of Reporting Person(s) to Issuer			
(Last)		3. Date of Earliest Transaction			(Check all applicable)			
(Eust)	(First) (N	(Month/E		ransaction	Director	10%	Owner	
7337 E. DO RD.	UBLETREE RAI	*	•		X Officer (give below)	or Vice-Presiden		
	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
SCOTTSDA	ALE, AZ 85258	Filed(Moi	nth/Day/Yea	r)	Applicable Line) _X_ Form filed by Form filed by ! Person			
(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative Securities Acq	quired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Code V Amount

3,000

S

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

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Transaction(s)

(Instr. 3 and 4)

D

26,785

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

or

(D)

D

Price

5.806

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title Amoun Underly Securiti (Instr. 3	t of ying es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROSEN ELLIOT 7337 E. DOUBLETREE RANCH RD. SCOTTSDALE, AZ 85258

Senior Vice-President

Signatures

Elliot Rosen 01/25/2010

**Signature of 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).

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.

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