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ABN AMRO HOLDING N V
Form SC 13G/A
February 14, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 8)

ABN AMRO HOLDING N.V.

(NAME OF ISSUER)

ORDINARY SHARES

(TITLE OF CLASS OF SECURITIES)

000937102

(CUSIP NUMBER)

DECEMBER 31, 2005

(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

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1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

ING Groep N.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

Not Applicable

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

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	5	SOLE VOTING POWER	
			124,556,052 (1)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6	SHARED VOTING POWER	
			0
	7	SOLE DISPOSITIVE POWER	
			124,556,052 (1)
	8	SHARED DISPOSITIVE POWER	
			0

9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
			124,556,052

10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
		Not Applicable	

11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
			6.52%

12		TYPE OF REPORTING PERSON	
		HC	

1		17,161,959 of these shares are held by indirect subsidiaries of ING Groep N.V. in their role as a discretionary manager of client portfolios.	

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ITEM 1(A). NAME OF ISSUER:

ABN AMRO Holding N.V.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

Gustav Mahlerlaan 10
1082 PP Amsterdam
The Netherlands

ITEM 2(A). NAME OF PERSON FILING:

ING Groep N.V.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

Amstelveenseweg 500
1081 KL Amsterdam
The Netherlands

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(i) Sole power to vote or to direct the vote:

See item 5 on Page 2

(ii) Shared power to vote or to direct the vote:

See item 6 on Page 2

(iii) Sole power to dispose or to direct the disposition of:

See item 7 on Page 2

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(iv) Shared power to dispose or to direct the disposition of:

See item 8 on Page 2

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable

ITEM 10. CERTIFICATION.

Not Applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

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February 13, 2006

(Date)

ING GROEP N.V.

By:

/s/ Cornelis Blokbergen

(Signature)

Cornelis Blokbergen,
Head Legal Department

(Name/Title)

/s/ Huib D. ter Haar

(Signature)

Huib D. ter Haar,
Group Compliance Officer

(Name/Title)