

MID AMERICA APARTMENT COMMUNITIES INC
Form SC 13G
February 14, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

MID AMERICA APARTMENT COMMUNITIES INC.

(NAME OF ISSUER)

ORDINARY SHARES

(TITLE OF CLASS OF SECURITIES)

59522J103

(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)

CUSIP NO. 59522J103

13G

PAGE 2 OF 9 PAGES

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

5 SOLE VOTING POWER

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1,492,800(1)

 NUMBER OF SHARES 6 SHARED VOTING POWER
 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 0

 7 SOLE DISPOSITIVE POWER

 1,492,800(1)

 8 SHARED DISPOSITIVE POWER

 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,492,800

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.86%

12 TYPE OF REPORTING PERSON

HC

1 These shares are held by indirect subsidiaries of ING Groep N.V. in their role as a discretionary manager of client portfolios.

-2-

CUSIP NO. 59522J103

13G

PAGE 3 OF 9 PAGES

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

ING Bewaarmaatschappij I B.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

Not Applicable

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

5 SOLE VOTING POWER

1,434,700(2)

NUMBER OF

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ITEM 2(C). CITIZENSHIP:

See item 4 on Page 2
See item 4 on Page 3

ITEM 2(D). TITLE OF CLASS OF SECURITIES:

Ordinary Shares

ITEM 2(E). CUSIP NUMBER:

59522J103

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A: (Not Applicable)

(a) Broker or dealer registered under Section 15 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");

-4-

CUSIP NO. 59522J103

13G

PAGE 5 OF 9 PAGES

(b) Bank as defined in Section 3(a)(6) of the Exchange Act;

(c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;

(d) Investment company registered under Section 8 of the Investment Company Act of 1940, as amended (the "Investment Company Act");

(e) Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E) under the Exchange Act;

(f) Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F) under the Exchange Act;

(g) Parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G) under the Exchange Act;

(h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j) Group in accordance with Rule 13d-1(b)(1)(ii)(J) under the Exchange Act.

ITEM 4. OWNERSHIP.

(a) Amount beneficially owned:

See item 9 on Page 2
See item 9 on Page 3

(b) Percent of class:

See item 11 on Page 2
See item 11 on Page 3

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- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote:
- See item 5 on Page 2
See item 5 on Page 3

-5-

CUSIP NO. 59522J103 13G PAGE 6 OF 9 PAGES

- (ii) Shared power to vote or to direct the vote:
- See item 6 on Page 2
See item 6 on Page 3
- (iii) Sole power to dispose or to direct the disposition of:
- See item 7 on Page 2
See item 7 on Page 3
- (iv) Shared power to dispose or to direct the disposition of:
- See item 8 on Page 2
See item 8 on Page 3

- 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

-6-

CUSIP NO. 59522J103 13G PAGE 7 OF 9 PAGES

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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.

February 13, 2006

(Date)

ING GROEP N.V.

By:

/s/ Cornelis Blokbergen

(Signature)

Cornelis Blokbergen,
Head Legal Department

(Name/Title)

/s/ Henricus J. Bruisten

(Signature)

Henricus J. Bruisten
Assistant General Counsel

(Name/Title)

CUSIP NO. 59522J103

13G

PAGE 8 OF 9 PAGES

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.

February 13, 2006

(Date)

ING Bewaarmaatschappij I B.V.

By:

/s/ Cornelis Blokbergen

(Signature)

Cornelis Blokbergen,
Authorized Signatory

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(Name/Title)

/s/ Henricus J. Bruisten

(Signature)

Henricus J. Bruisten
Authorized Signatory

(Name/Title)

CUSIP NO. 59522J103

13G

PAGE 9 OF 9 PAGES

Exhibit A to Schedule 13G

Joint Filing Agreement
Pursuant to Rule 13d-1(k)

The undersigned persons (the "Reporting Persons") hereby agree that a joint statement on this Schedule 13G, and any amendments thereto, be filed on their behalf by ING Groep N.V.

Each of the Reporting Persons is responsible for the completeness and accuracy of the information concerning each of them contained therein, but none of the Reporting Persons is responsible for the completeness or accuracy of the information concerning any other Reporting Person.

Date: February 13, 2006

ING Groep N.V.

Assistant General Counsel

By: /s/ Cornelis Blokbergen

Name: Cornelis Blokbergen
Title: Head Legal Department

By: /s/ Henricus J. Bruisten

Name: Henricus J. Bruisten
Title: Assistant General Counsel

ING Bewaarmaatschappij I B.V.

By: /s/ Cornelis Blokbergen

Name: Cornelis Blokbergen
Title: Authorized Signatory

By: /s/ Henricus J. Bruisten

Name: Henricus J. Bruisten
Title: Authorized Signatory