

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

SCHEDULE 13G

Under the Securities exchange Act of 1934

(AMENDMENT NO.2)\*

GENWORTH FINL INC

-----  
(NAME OF ISSUER)

COM CL A

-----  
(TITLE OF CLASS OF SECURITIES)

37247D106

-----  
(CUSIP NUMBER)

December 31, 2008

-----  
(Date of event which requires filing of this Statement)

NOTE: A MAJORITY OF THE SHARES REPORTED IN THIS SCHEDULE 13G ARE HELD BY UNAFFILIATED THIRD-PARTY CLIENT ACCOUNTS MANAGED BY ALLIANCEBERNSTEIN L.P., AS INVESTMENT ADVISER. (ALLIANCEBERNSTEIN L.P. IS A MAJORITY-OWNED SUBSIDIARY OF AXA FINANCIAL, INC.)

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

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

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(CONTINUED ON FOLLOWING PAGE(S))

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

AXA Assurances I.A.R.D. Mutuelle

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A) [X]  
(B) [ ]

3. SEC USE ONLY

- 4. CITIZENSHIP OR PLACE OF ORGANIZATION  
France

NUMBER OF SHARES	5.	SOLE VOTING POWER	27,459,894
BENEFICIALLY	6.	SHARED VOTING POWER	0
December 31,			
BY EACH	7.	SOLE DISPOSITIVE POWER	35,219,773
REPORTING			
PERSON WITH:	8.	SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 35,219,773  
(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \* | |

11. PERCENT OF CLASS REPRESENTED BY 8.1%

12. TYPE OF REPORTING PERSON \*  
IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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

AXA Assurances Vie Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A) [X]  
(B) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, BY EACH REPORTING PERSON WITH:	5. SOLE VOTING POWER	27,459,894
	6. SHARED VOTING POWER	0
	7. SOLE DISPOSITIVE POWER	35,219,773
	8. SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 35,219,773  
(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \* | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.1%

12. TYPE OF REPORTING PERSON \*  
IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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

AXA

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A) [ ]  
(B) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, REPORTING PERSON WITH:	5. SOLE VOTING POWER	27,459,894
	6. SHARED VOTING POWER	0
	7. SOLE DISPOSITIVE POWER	35,219,773
	8. SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 35,219,773

REPORTING PERSON  
(Not to be construed as an admission of beneficial ownership)

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.1%

12. TYPE OF REPORTING PERSON \*  
IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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

AXA Financial, Inc. 13-3623351

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*  
(A) [ ]  
(B) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF	5. SOLE VOTING POWER	27,452,232
SHARES		
BENEFICIALLY	6. SHARED VOTING POWER	0
December 31,		
BY EACH	7. SOLE DISPOSITIVE POWER	35,210,011
REPORTING		
PERSON WITH:	8. SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 35,210,011  
REPORTING PERSON  
(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES \* | |

11. PERCENT OF CLASS REPRESENTED BY 8.1%

12. TYPE OF REPORTING PERSON \*  
HC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a) Name of  
GENWORTH FINL INC

Item 1(b) Address of Issuer's Principal Executive Offices:  
6620 West Broad Street  
Richmond, VA 23230

Item 2(a) and (b)  
Name of Person Filing and Address of Principal Business Office:

AXA Assurances I.A.R.D Mutuelle, and  
AXA Assurances Vie Mutuelle,  
26, rue Drouot  
75009 Paris, France

as a group (collectively, the 'Mutuelles AXA').

AXA  
25, avenue Matignon  
75008 Paris, France

AXA Financial, Inc.  
1290 Avenue of the Americas  
New York, New York 10104

(All media outlets, please contact Chris Winans (212-314-5519) or Michael Arcaro (212-314-2030) with any questions. All other questions can be directed to John Meyers at AllianceBernstein (212-969-2301).)

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Item 2(c) Citizenship:  
Mutuelles AXA and AXA - France  
AXA Financial, Inc. - Delaware

Item 2(d) Title of Class of Securities:

COM CL A

Item 2(e) Cusip Number:  
37247D106

Item 3. Type of Reporting Person:  
AXA Financial, Inc. as a parent holding company,  
in accordance with 240.13d-1(b) (ii) (G).

The Mutuelles AXA, as a group, acting as a parent holding company.

AXA as a parent holding company.

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<TABL

Item 4. Ownership as December 31,  
(a) Amount Beneficially Owned:  
35,219,773 shares of common stock beneficially owned including:

<CAPTION>

	No. of Shares
	Subtotals
	-----
AXA	0
AXA Entity or Entities	
Common acquired solely for investment	
AXA Investment Managers Paris	7,662
AXA Rosenberg Investment	2,100
AXA Financial, Inc.	0
Subsidiaries:	
AllianceBernstein L.P.	
acquired solely for investment	
purposes on behalf of client	
discretionary investment advisory	
accounts:	
Common Stock	34,925,936
	34,925,936
AXA Equitable Life Insurance Company	
acquired solely for investment	
purposes:	
Common Stock	284,075
	284,075
	-----
Total	35,219,773
	=====

Each of the Mutuelles AXA, as a group, and AXA expressly declares that the filing of this Schedule 13G shall not be construed as an admission that it is,

for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G.

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent decisions.

(b) Percent of Class: 8.1%  
=====

<TABLE> ITEM 4. Ownership as of

(CONT.)

(c) Deemed Voting Power and Disposition Power:

<CAPTION>

	(i) Deemed to have Sole Power	(ii) Deemed to have Shared Power	(iii) Deemed to have Sole Power	(iv) Deemed to have Shared
Power	to Vote or to Direct the Vote	to Vote or to Direct the Vote	to Dispose or to Direct the Disposition	to Dispose or to Direct the Disposition
<S>	<C>	<C>	<C>	<C>
The Mutuelles AXA, AXA	0	0	0	0
AXA Entity or Entities:				
AXA Investment Managers Paris (France)	7,662	0	7,662	0
AXA Rosenberg Investment Management LLC	0	0	2,100	0
AXA Financial, Inc.	0	0	0	0
Subsidiaries:				
AllianceBernstein	27,438,057	0	34,925,936	0
AXA Equitable Life Insurance	14,175	0	284,075	0
	----- 27,459,8	----- 0	----- 35,219,773	----- 0
	=====	=====	=====	=====

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent voting and investment decisions.

</TABLE>

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Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

( )

Item 6. Ownership of More than Five Percent on behalf of Another Person. N/A

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reporting on by the Parent Holding Company:

This Schedule 13G is being filed by AXA Financial, Inc.; AXA, which owns AXA Financial, Inc.; and the Mutuelles AXA, which as a group control AXA:

(X) in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA entity or entities:

(X) in AXA's capacity as a parent holding company with respect to the holdings of the following AXA entity or entities:

AXA Investment Managers Paris (France)

AXA Rosenberg Investment Management LLC

(X) in AXA Financial, Inc.'s capacity as a parent holding company

with respect to the holdings of the following subsidiaries:

- (X) AllianceBernstein L.P.  
(13-3434400), an investment adviser registered under  
Section 203 of the Investment Advisers Act of 1940.
  
- (X) AXA Equitable Life Insurance Company  
(13-5570651), an insurance company and an investment  
adviser registered under Section 203 of the Investment  
Advisers Act of 1940.

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Item 8. Identification and Classification of Members of the Group. N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

By signing below I certify that to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

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.

Date: February 13, 2009

AXA FINANCIAL, INC.\*

/s/ Alvin H. Fenichel

Alvin H. Fenichel  
Senior Vice President  
and Controller

\*Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among AXA Financial, Inc., AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, and AXA, this statement Schedule 13G is filed on behalf of each of them.

JOINT FILING AGREEMENT  
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Each of the undersigned hereby agrees that the Schedule 13G filed herewith is filed jointly, pursuant to Rule 13d-1(f) (1) of the Securities Exchange Act of 1934, as amended on behalf of each of them.

Dated: February 13, 2009

AXA Financial, Inc.

BY: /s/ Alvin H. Fenichel

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Alvin H. Fenichel  
Senior Vice President and Controller

AXA Assurances I.A.R.D. Mutuelle; AXA Assurances Vie Mutuelle; as a group, and AXA

Signed on behalf of each of the above entities

BY: /s/ Alvin H. Fenichel

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Alvin H. Fenichel  
Attorney-in-Fact  
(Executed pursuant to Powers of Attorney)